

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

OLDCO, LLC, SUCCESSOR BY MERGER
TO COLTEC INDUSTRIES INC,

Debtor.

Case No. 17-BK-30140

Chapter 11

[Joint Administration Pending]¹

**DEBTOR’S MOTION TO APPROVE SOLICITATION AND CONFIRMATION
PROCEDURES AND SCHEDULE FOR CONFIRMATION OF THE JOINT PLAN**

OldCo, LLC, debtor and debtor-in-possession in the above-captioned case and successor by merger to Coltec Industries Inc (“Coltec” or “Debtor”),² moves the Court for entry of an Order (A) approving the procedures used for its prepetition solicitation and tabulation of votes to accept or reject the Joint Plan (as defined below) and (B) establishing dates and deadlines in connection with approval of the Disclosure Statement (as defined below) and confirmation of the Joint Plan (this “Motion”). In support of this Motion, Coltec respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of these proceedings and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ Contemporaneously with filing this Motion, Coltec moved to have its chapter 11 case jointly administered with the chapter 11 cases of *In re Garlock Sealing Technologies LLC* (10-BK-31607), *In re Garrison Litigation Management Group, Ltd.* (10-BK-31608) and *In re The Anchor Packing Company* (10-BK-31606), with *In re Garlock Sealing Technologies LLC* serving as the lead case.

² For convenience, the term “Coltec” in this Motion refers to OldCo, LLC’s predecessor, Coltec Industries Inc, when referring to events prior to the Coltec Restructuring and refers to OldCo, LLC when referring to events subsequent to the Coltec Restructuring.

2. The statutory bases for the relief requested herein are sections 105, 1125, 1126 and 1128 of title 11 of the United States Code, (the “Bankruptcy Code”) and Rules 2002, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

BACKGROUND

3. On January 30, 2017 (the “Coltec Petition Date”), Coltec filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Coltec Bankruptcy Case”). Coltec is operating its business and managing its property as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or creditors’ committee has been appointed in the Coltec Bankruptcy Case.

4. For additional background information regarding Coltec’s history and corporate structure and events leading to the Coltec Petition Date, Coltec refers the Court and parties in interest to the Debtors’ Motion for Order Directing Joint Administration of Related Chapter 11 Cases filed herein (the “Joint Administration Motion”) and the Declaration of Joseph Wheatley in Support of OldCo, LLC’s Chapter 11 Petition and First Day Motions filed herein (the “First Day Declaration”).³ In support of this Motion, Coltec relies on the First Day Declaration.

RELIEF REQUESTED

5. By this Motion, Coltec seeks approval of solicitation and confirmation procedures that largely mirror the solicitation and confirmation procedures the Court has already approved in the Garlock Bankruptcy Case (D.E. 5445) (the “Garlock Confirmation Procedures Order”), with the knowledge that Coltec intended to file the Coltec Bankruptcy Case if both GST Asbestos Claimants and Coltec Asbestos Claimants accepted the Joint Plan. Thus, Coltec

³ Unless defined in this Motion, capitalized terms have the meanings ascribed to them in the Joint Plan and the Joint Administration Motion.

requests that the Court award Coltec in the Coltec Bankruptcy Case the same relief that the Court awarded the Garlock Debtors in the Garlock Bankruptcy Case.

6. Accordingly, by this Motion, Coltec requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, (a) approving the Notice Program and the Supplemental Notice Program (as each is defined below); (b) approving the forms of Ballots, the Confirmation Hearing Notice, the Notice of Non-Voting Status, the Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants, the form of Publication Notice, the Coltec Notice of Non-Voting Status and the Coltec Disclosure Statement and Confirmation Hearing Notice (each as defined or used below and collectively, the “Solicitation Documents”); (c) establishing dates and deadlines in connection with approval of the Disclosure Statement and confirmation of the Joint Plan; (d) approving the Voting Procedures (as defined below) used for Coltec’s prepetition solicitation and tabulation of votes to accept or reject the Joint Plan; and (e) granting related relief.

BASIS FOR RELIEF REQUESTED

A. This Motion Seeks Approval of the Notice Program Used in the Garlock Bankruptcy Case and a Supplemental Notice Program That Will Give Due Process to Claimants.

7. This Motion seeks approval of the notice program approved by this Court in the Garlock Bankruptcy Case in the Garlock Confirmation Procedures Order (the “Notice Program”). The Notice Program, attached hereto as Exhibit B, was devised by Kinsella Media, LLC (“Kinsella”), the notice agent appointed by the Court in the Garlock Bankruptcy Case. The Notice Program was implemented by Kinsella and the Balloting Agent in accordance with the Garlock Confirmation Procedures Order. Coltec submits that the Notice Program gave Asbestos Claimants notice of the Joint Plan and the confirmation hearing in an effective manner. It also

provided for direct notice to known Asbestos Claimants of Garlock and Coltec and publication notice through print media, electronic media and television advertising, all designed based on Kinsella's expertise to give effective notice to potential Asbestos Claimants. The Notice Program, coupled with the appointment and participation of the Asbestos Claimants' Representatives, satisfied the dictates of due process.

8. Under the Notice Program, known Class 5 Asbestos Claimants received a Solicitation Package (as defined in the Voting Procedures) that included, as relevant to this Motion:

- a. the Garlock Confirmation Procedures Order;
- b. the Disclosure Statement;
- c. the Disclosure Statement Exhibits (with the Joint Plan as an exhibit);
- d. the Voting Procedures;
- e. the forms of Ballots (as defined in the Voting Procedures), attached as Exhibits 2A, 2B and 2C to the Garlock Confirmation Procedures Order;
- f. the Confirmation Hearing Notice (as defined in the Voting Procedures), attached as Exhibit 3 to the Garlock Confirmation Procedures Order;
- g. the Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants (as defined in the Voting Procedures), attached as Exhibit 5 to the Garlock Confirmation Procedures Order;
- h. A copy of Official Bankruptcy Form No. 410;
- i. The Statement in Support of Proposed Reorganization Plan by the Official Committee of Asbestos Personal Injury Claimants of Garlock Sealing Technologies LLC and Ad Hoc Coltec Asbestos Claimants Committee (the "Committee Letter"); and
- j. A pre-addressed return envelope.

9. Similarly, under the Notice Program, Class 9 GST/Garrison Equity Interest holders—the only other class entitled to vote on the Joint Plan—received a Solicitation Package.

10. Non-voting claimants and non-voting holders of equity interests received a Solicitation Package (without the Notice of Simultaneous Solicitation, return envelope, or Committee Letter) and a copy of the Court-approved Notice of Non-Voting Status, which was attached as Exhibit 4 to the Garlock Confirmation Procedures Order.

11. To specifically and clearly identify that the solicitation of the Joint Plan applied to both GST Asbestos Claimants and to Coltec Asbestos Claimants, the Solicitation Package included, as noted in paragraph 8 above, a Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants. That notice explained the nature of the solicitation, including that the solicitation pertained to a Joint Plan that will resolve Coltec Asbestos Claims, that Coltec had not yet filed a chapter 11 case but would do so pursuant to the Joint Plan, and that the Court had not yet approved solicitation documents to the extent they relate to Coltec Asbestos Claimants because Coltec had not yet filed a chapter 11 case.

12. After the transmission of notice to known parties, Coltec prepared, or caused the Balloting Agent (as defined in the Voting Procedures) to prepare, affidavits of service or other submissions that demonstrated the service of a Solicitation Package upon known Asbestos Claimants and other parties in interest consistent with the Notice Program.

13. The Notice Program devised by Kinsella also implemented measures to provide publication notice to unknown GST Asbestos Claimants and Coltec Asbestos Claimants to give them information about the Garlock Bankruptcy Case, this chapter 11 case, their rights to vote, and their rights to be heard at confirmation. The form of notice used for publications, whether in print media, electronic media or television advertising, was designed by Kinsella to alert Asbestos Claimants that their rights may be affected and used plain language that could be

understood by claimants. A copy of the form of this notice (the “Publication Notice”) used in the Notice Program was attached as Exhibit 6 to the Garlock Confirmation Procedures Order.

14. In addition to having implemented the Notice Program before the Coltec Petition Date, Coltec proposes to send to the Commencement Notice Parties,⁴ to the extent they did not receive a Solicitation Package before the Coltec Petition Date (the “Supplemental Notice Program”), a package containing the following (collectively, the “Confirmation Hearing Package”):

- a. the Joint Plan;
- b. the Disclosure Statement;
- c. the Order on this Motion;
- d. the Coltec Notice of Non-Voting Status, the proposed form of which is attached hereto as Exhibit C; and
- e. the Coltec Disclosure Statement and Confirmation Hearing Notice, the proposed form of which is attached hereto as Exhibit D.

15. Coltec believes that, based upon the number of Commencement Notice Parties to whom the Confirmation Hearing Package is to be mailed, the Notice Agent (as defined in the Commencement Notice Procedures Motion) can initiate and complete the mailing of the Confirmation Hearing Packages within approximately three (3) business days after the date of entry of the Order on this Motion. Since the proposed Coltec asbestos claims bar date and the deadline for objecting to confirmation of the Joint Plan are not until March 24, 2017, parties in interest will have adequate time from the mailing of the Confirmation Hearing Packages to protect their rights in the Coltec Bankruptcy Case.

⁴ The term “Commencement Notice Parties” is defined in Coltec’s Motion for Approval of (I) Form of Notice of Commencement of Case, (II) Mailing and Publication Procedures for Notice of Commencement of Case, and (III) Related Relief (the “Commencement Notice Procedures Motion”).

16. Because of the Court's previous approval of the Notice Program in the Garlock Bankruptcy Case and the relief sought by the Commencement Notice Procedures Motion, Coltec submits that the Notice Program and the Supplemental Notice Program should be approved and that no other notice need be given of the Joint Plan, the Disclosure Statement, the Plan Documents, the Voting Deadline, the solicitation procedures, or the combined hearing on approval of the Disclosure Statement and confirmation of the Joint Plan.

B. The Proposed Pre-Confirmation Schedule Is Substantially Similar to the Schedule the Court Approved in the Garlock Bankruptcy Case

17. Coltec seeks approval of a pre-confirmation schedule nearly identical to the one established in the Garlock Confirmation Procedures Order.⁵ That schedule provided sufficient time for publication and media notice to Asbestos Claimants to be implemented and become effective before the voting deadline on December 9, 2016.

18. The schedule also seeks to set a combined hearing on May 15, 2017 for approval of the Disclosure Statement and confirmation of the Joint Plan in the Coltec Bankruptcy Case. The Court may set such a combined hearing under section 105(d)(2)(B)(vi) of the Bankruptcy Code. Coltec submits that such a hearing is proper given the nature and circumstances of this chapter 11 case.

19. The proposed solicitation and confirmation schedule for the Coltec Bankruptcy Case, which schedule the Court has already substantially approved in the Garlock Bankruptcy Case in the Garlock Confirmation Procedures Order, is as follows:

<u>Event</u>	<u>Date</u>
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⁵ The sole difference between the pre-confirmation schedule approved in the Garlock Confirmation Procedures Order and the pre-confirmation schedule proposed in this Motion is the addition of the March 24, 2017 deadline for objections to the Disclosure Statement.

Voting Record Date	July 1, 2016
Solicitation Distribution Date	August 22, 2016
Voting Deadline	December 9, 2016
Claimant Motions for Temporary Allowance for Voting Purposes	December 9, 2016
Responses to Claimant Motions for Temporary Allowance	December 30, 2016
Objections to Temporary Allowance of Claims for Voting Purposes	December 30, 2016
Deadline for Balloting Agent's Certification of Ballots & Notice of Disqualified Ballots	December 30, 2016
Coltec – Petition Date	January 30, 2017
Coltec – First Day Motion Hearing	February 1, 2017
Coltec – Bar Date; Deadline for Objections to Disclosure Statement; ⁶ and Deadline for Objections to Confirmation	March 24, 2017
Coltec Disclosure Statement Approval and Confirmation Hearing	May 15, 2017

20. Coltec has complied with the applicable deadlines above that already have passed and is on track for the proposed combined hearing on approval of the Disclosure Statement and confirmation of the Joint Plan on May 15, 2017.

21. Coltec submits that the Court should approve this schedule for the approval of the Disclosure Statement and the solicitation of votes on, and confirmation of, the Joint Plan.

⁶ Coltec will separately move the Court for approval of the adequacy of the Disclosure Statement and the notice with respect to that motion will reflect, if this Motion is granted, an objection deadline of March 24, 2017.

C. Temporary Allowance Criteria and Asbestos Claimant Balloting Processes Are the Same as the Ones the Court Previously Approved.

22. This Motion seeks approval of the solicitation, voting and tabulation procedures, that were attached as Exhibit 1 to the Garlock Confirmation Procedures Order (the “Voting Procedures”), which implement the same criteria and standards for the temporary allowance of Asbestos Claims for voting purposes that the Court approved in the Garlock Bankruptcy Case.

23. The Voting Procedures require that, for an Asbestos Claim to be temporarily allowed for voting purposes, the Asbestos Claimant (or his or her attorney) must certify under penalty of perjury that the following matters are true and correct to the best of such Claimant’s (or such Claimant’s attorney’s) knowledge, information, and reasonable belief:

- the Claimant is an Asbestos Claimant (as defined in the Plan) whose Claim has not been dismissed with prejudice, has not been settled and paid, and is not known to be time-barred;
- the person upon whose injury the Asbestos Claim is based (the “Injured Party”) was diagnosed with malignant mesothelioma, asbestos-related cancer (*i.e.*, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, or stomach cancer), severe asbestosis, or non-severe asbestosis (all such diseases other than mesothelioma “Other Diseases”), based on, or as evidenced in, medical records or similar documentation in the possession of the Claimant, his/her attorney, or the physician of the Claimant or Injured Party;
- the Injured Party, as indicated in the individual ballot or master ballot exhibit, was exposed to asbestos released from asbestos-containing gaskets or packing manufactured, produced, fabricated, distributed, supplied, marketed, included as a component part, or sold by Garlock or Coltec (“Asbestos Exposure”);⁷
- if the Claimant asserts that his/her Claim has been liquidated by settlement or judgment, the Claimant must certify that the Claim has been liquidated by settlement or judgment and provide the asserted liquidated amount; and

⁷ For purposes of this certification, the term “Coltec” includes, but is not limited to, the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

- if these certifications are made by the Claimant's attorney, the attorney is authorized by such Claimant to vote on the Plan on his/her behalf, and to represent that the Injured Party has (or, if deceased, had) the disease noted on the ballot and has Asbestos Exposure.

These certifications are identical to those approved in the Garlock Confirmation Procedures Order.

24. These Voting Procedures also value claims for temporary allowance in the same way as the Garlock Confirmation Procedures Order. They value mesothelioma claims at \$10,000, Other Diseases claims at \$1, and liquidated Asbestos Claims at the asserted amount of the claim.

25. Objections to temporary allowance of claims and motions of non-certifying claimants to have their claims temporarily allowed for voting purposes are handled the same way and under the same standards and schedule as the Garlock Confirmation Procedures Order.

26. Other than and to the extent set forth in the Order Extending Canadian Provincial Workers Compensation Boards' Voting and Objection Deadlines (Garlock Bankruptcy Case, D.E. 5610), no Asbestos Claimant timely moved by the deadline set forth in the Garlock Confirmation Procedures Order for the temporary allowance of such Claimant's claim for voting purposes. Similarly, no entity named as a defendant in asbestos litigation has timely moved by the deadline set forth in the Garlock Confirmation Procedures Order for temporary allowance of its claim for voting purposes.

27. Should the Court desire to examine precedent which outlines its authority and the necessity to establish temporary allowance criteria, Coltec refers the Court to Debtors' Motion for Entry of Order Approving Solicitation and Confirmation Procedures and Schedule filed in the Garlock Bankruptcy Case (D.E. 3802) at pages 6-8, which sets forth relevant precedent in detail.

28. Coltec submits that the Voting Procedures should be approved for the Coltec Bankruptcy Case.

NOTICE

29. No trustee, examiner, or creditors' committee has been appointed in the Coltec Bankruptcy Case. Coltec has served notice of this Motion on (a) the Ad Hoc Committee; (b) the Garlock Committee; (c) Mr. Grier, in his capacity as the proposed legal representative for future Coltec Asbestos Claimants and the Future Asbestos Claimants' Representative in the Garlock Bankruptcy Case; (d) the Office of the United States Bankruptcy Administrator for the Western District of North Carolina; and (e) to the extent not set forth above, the parties listed on the updated Master Service List in the Garlock Bankruptcy Case (D.E. 5655) and any party that has filed a request for notices under Bankruptcy Rule 2002 since the filing of the updated Master Service List, and submits that, given the nature of the relief requested, no other or further notice need be given. No previous application for the relief requested herein has been made by Coltec to this or any other court.

WHEREFORE, Coltec respectfully requests that the Court enter an Order, substantially in the form attached hereto as Exhibit A, (a) approving the Notice Program and the Supplemental Notice Program; (b) approving the Solicitation Documents; (c) establishing dates and deadlines in connection with approval of the Disclosure Statement and confirmation of the Joint Plan; (d) approving the Voting Procedures used for Coltec's prepetition solicitation and tabulation of votes to accept or reject the Joint Plan; and (e) granting such other relief as the Court deems just and proper.

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signature page of counsel follows]

This the 30th day of January, 2017.

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EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

OLDCO, LLC, SUCCESSOR BY MERGER
TO COLTEC INDUSTRIES INC,

Debtor.

Case No. 17-BK-30140

Chapter 11

**ORDER APPROVING SOLICITATION AND CONFIRMATION PROCEDURES AND
SCHEDULE FOR CONFIRMATION OF THE JOINT PLAN**

Upon the Debtor's Motion to Approve Solicitation and Confirmation Procedures and Schedule for Confirmation of the Joint Plan (the "Motion"); and it appearing that the relief requested in the Motion is in the best interests of Coltec,¹ its estate, its creditors and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and upon consideration of the First Day Declaration; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed in the Motion.

2. The Notice Program developed by Kinsella and implemented by Kinsella and the Balloting Agent, and the Supplemental Notice Program are reasonably calculated to provide notice to known and unknown claimants of the Joint Plan, the Disclosure Statement, the Plan Documents, the Voting Deadline and solicitation procedures, and the combined hearing on approval of the Disclosure Statement and confirmation of the Joint Plan and no other notice thereof need be given. Accordingly, the Notice Program and the Supplemental Notice Program are hereby approved.

3. The following Solicitation Documents, previously served pursuant to the Garlock Confirmation Procedures Order and to be served pursuant to the Supplemental Notice Program, are hereby approved:

- a. the forms of Ballots, attached hereto as Exhibits 1A, 1B and 1C;
- b. the Confirmation Hearing Notice, attached hereto as Exhibit 2;
- c. the Notice of Non-Voting Status, attached hereto as Exhibit 3;
- d. the Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants, attached hereto as Exhibit 4;
- e. the form of Publication Notice, attached hereto as Exhibit 5;
- f. the Coltec Notice of Non-Voting Status, attached hereto as Exhibit 6; and
- g. the Coltec Disclosure Statement and Confirmation Hearing Notice, attached hereto as Exhibit 7.

4. The confirmation schedule, ordered by the Court in the Garlock Confirmation Procedures Order and restated in the Motion, is hereby approved as it applies to this Coltec Bankruptcy Case, including specifically, the established deadline to vote on the Joint Plan of **December 9, 2016** (the “Voting Deadline”).

5. Any entity that holds a claim against or equity interest in Coltec, or otherwise has standing as a party in interest to object to the Joint Plan, shall file any and all objections to the Joint Plan no later than **March 24, 2017**.

6. Any entity that holds a claim against or equity interest in Coltec, or otherwise has standing as a party in interest to object to the adequacy of the Disclosure Statement, shall file any and all objections to the adequacy of the Disclosure Statement no later than **March 24, 2017**.

7. The Court will consider the adequacy of the Disclosure Statement at a hearing on **May 15, 2017** beginning at 10:00 a.m. ET.

8. The hearing on confirmation of the Joint Plan shall begin on **May 15, 2017** beginning at 10:00 a.m. ET.

9. Coltec's solicitation of the votes of holders of claims in Class 5 (Asbestos Claims) was proper and is hereby approved. No other classes of claims against or equity interests in Coltec are impaired by the Joint Plan.

10. The Voting Procedures attached hereto as Exhibit 8 are hereby approved.

11. The Court may extend or otherwise modify the period during which votes will be accepted, in which case the Voting Deadline shall mean the last time and date to which the Court extends solicitation of ballots.

12. Pursuant to section 502(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a), consistent with the Garlock Confirmation Procedures Order, the Court shall temporarily allow each Class 5 Asbestos Claim, for voting purposes only, wherein the Asbestos Claimant (or such Asbestos Claimant's attorney) completed and submitted a Class 5 individual or master ballot (in the form attached to this Order) by the Voting Deadline and certified, under penalty of perjury, that the following matters are true and correct to the best of the Asbestos Claimant's (or such Claimant's attorney's) knowledge, information, and reasonable belief:

- a. the claimant is an Asbestos Claimant (as defined in the Plan) whose claim has not been dismissed with prejudice, has not been settled and paid, and is not known to be time-barred;
- b. the person upon whose injury the Asbestos Claim (as defined in the Plan) is based (the “Injured Party”) was diagnosed with malignant mesothelioma, asbestos-related cancer (*i.e.*, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, or stomach cancer), severe asbestosis, or disabling asbestosis, or non-disabling asbestosis (all such diseases other than mesothelioma are hereinafter referred to as “Other Diseases”), based on, or as evidenced in, medical records or similar documentation in the possession of the Asbestos Claimant, his or her attorney, or the physician of the Asbestos Claimant or Injured Party;
- c. the Injured Party, as indicated in the individual ballot or master ballot exhibit, was exposed to asbestos released from asbestos-containing gaskets or packing manufactured, produced, fabricated, distributed, supplied, marketed, included as a component part, or sold by Garlock or Coltec (“Asbestos Exposure”);²
- d. if the Asbestos Claimant (or such Claimant’s attorney) asserts that his/her Claim has been liquidated by settlement or judgment, the Asbestos Claimant (or such Claimant’s attorney) must certify that the Asbestos Claim has been liquidated by settlement or judgment and provide the asserted liquidated amount; and
- e. if these certifications are made by the Asbestos Claimant’s attorney, the attorney is authorized by such Claimant to vote on the Plan on his or her behalf, and to

² For purposes of this certification, the term “Coltec” includes, but is not limited to, the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

represent that the Injured Party has (or, if deceased, had) the disease noted on the ballot and Asbestos Exposure.

13. Class 5 Asbestos Claimants (or their attorneys) making the certifications in paragraph 12 of this Order shall be temporarily allowed for voting purposes only in the amount of \$10,000 (for Claims (as defined in the Joint Plan) based on mesothelioma) or \$1 (for Claims based on any of the Other Diseases), except Asbestos Claimants (or attorneys) further certifying they hold a liquidated Claim, in which event such liquidated Claim shall be temporarily allowed for voting purposes only in the asserted liquidated amount.

14. Any votes cast by attorneys for multiple Class 5 Asbestos Claimants for such Asbestos Claimants using the form of master ballot attached to the Garlock Confirmation Procedures Order are hereby approved for the Coltec Bankruptcy Case (to the extent they meet the other requirements of the Voting Procedures).

15. In connection with the Joint Plan, the Court has entered an order setting a bar date requiring certain Coltec Asbestos Claimants to file a proof of claim on or before **March 24, 2017**.

16. Other than and to the extent set forth in the Order Extending Canadian Provincial Workers Compensation Boards' Voting and Objection Deadlines (Garlock Bankruptcy Case, D.E. 5610), no Asbestos Claimant has timely moved by the deadline set forth in the Garlock Confirmation Procedures Order for the temporary allowance of such Claimant's claim for voting purposes.

17. No entity named as a defendant in asbestos litigation has timely moved by the deadline set forth in the Garlock Confirmation Procedures Order for temporary allowance of its claim for voting purposes. No party needs to file objections to allowance of Asbestos Claims for purposes other than voting. The Joint Plan does not contemplate that the Bankruptcy Court will

conduct allowance proceedings for Asbestos Claims. Instead, the Joint Plan calls for Asbestos Claims to be channeled to a trust for processing and, if eligible, payment under claims resolution procedures.

18. The tabulation procedures included in the Voting Procedures and in the Garlock Confirmation Procedures Order are hereby approved.

19. The Balloting Agent shall post on its website all Ballots received, after redacting any information required to be redacted by Bankruptcy Rule 9037.

20. Any decision of the Balloting Agent not to count or tabulate any ballot, master ballot, or portion of a master ballot shall be reviewable by the Court on motion served on Coltec, the debtors in the Garlock Bankruptcy Case, and the Asbestos Claimants' Representatives. If pending motions or any other matters may affect the voting results, a representative of the Balloting Agent shall attend the confirmation hearing to prepare and submit an updated certification of ballots.

21. Any party may request that the Court reconsider entry of this Order by filing a motion for reconsideration within fourteen (14) days of service of this Order.

22. Coltec is authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein.

23. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

This Order has been signed electronically. The judge's signature and court's seal appear at the top of the Order.

United States Bankruptcy Court

EXHIBIT 1A

**FORM OF MASTER BALLOT FOR CLASS 5 ASBESTOS CLAIMS
(GST ASBESTOS CLAIMS AND/OR COLTEC ASBESTOS CLAIMS)**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE: GARLOCK SEALING TECHNOLOGIES LLC, et al., Debtors. ¹	Case No. 10-BK-31607 Chapter 11 Jointly Administered
IN RE: OLDCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC, Debtor.	Case No. [Not yet filed] Chapter 11 [Joint Administration To Be Requested]

**BALLOT AND VOTING INSTRUCTIONS FOR THE
JOINT PLAN OF REORGANIZATION OF GARLOCK SEALING TECHNOLOGIES
LLC, ET AL. AND OLDCO, LLC, PROPOSED SUCCESSOR BY MERGER TO
COLTEC INDUSTRIES INC, DATED MAY 20, 2016**

**CLASS 5: ASBESTOS CLAIMS
Master Ballot for GST Asbestos Claims and/or Coltec Asbestos Claims**

***This Master Ballot is to be used only for voting by counsel who represent multiple
Class 5 Asbestos Claimants and who wish to vote by Master Ballot.***

Garlock Sealing Technologies LLC (“**Garlock**”), Garrison Litigation Management Group, Ltd. (“**Garrison**”) and The Anchor Packing Company, debtors and debtors-in-possession

¹ The debtors in these jointly administered cases (referred to collectively as the “**Garlock Case**”) are Garlock Sealing Technologies LLC; Garrison Litigation Management Group, Ltd.; and The Anchor Packing Company.

in the above-captioned cases (with OldCo, LLC, once it has commenced a bankruptcy case to be jointly administered under Case No. 10-BK-31607, the “**Debtors**”), the Official Committee of Asbestos Personal Injury Claimants, the Future Asbestos Claimants’ Representative, the Ad Hoc Coltec Future Asbestos Claimants’ Representative, and the Ad Hoc Coltec Asbestos Claimants Committee (together the “**Plan Proponents**”), are soliciting votes from Asbestos Claimants with respect to the Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (as it may be from time to time amended, supplemented or modified, the “**Plan**”) which has been jointly proposed by the Plan Proponents.

The United States Bankruptcy Court for the Western District of North Carolina (the “**Bankruptcy Court**”) has signed an order in the Garlock Case (the “**Confirmation Procedures Order**”) approving procedures under which the Plan Proponents will solicit votes on the Plan from Asbestos Claimants and for tabulating those votes (“**Voting Procedures**”). Copies of the Confirmation Procedures Order and the Voting Procedures are included in the Solicitation Package sent to you.

If confirmed (approved) by the Bankruptcy Court, the Plan will resolve asbestos personal injury and wrongful death claims against Garlock and Garrison, which are defined in the Plan as “**GST Asbestos Claims**” and also will resolve asbestos personal injury and wrongful death claims against Coltec Industries Inc (“**Coltec**”), which are defined in the Plan as “**Coltec Asbestos Claims**.”

If you are an attorney who represents multiple Asbestos Claimants, whether such Asbestos Claimants are GST Asbestos Claimants, Coltec Asbestos Claimants, or persons who hold both GST Asbestos Claims and Coltec Asbestos Claims, and you desire to cast a ballot on the Plan on behalf of multiple such claimants at once, you must use this form (the “**Master Ballot**”), and it must be received by the Balloting Agent by the Voting Deadline.

Because Coltec has not yet filed a Chapter 11 bankruptcy case, but will do so if sufficient numbers of Asbestos Claimants vote in favor of the Plan, the Bankruptcy Court has not yet had the opportunity to consider (or approve) the Disclosure Statement and the Voting Procedures with respect to Coltec Asbestos Claimants. If Coltec eventually files a Chapter 11 bankruptcy case, it will ask the Bankruptcy Court to approve the Disclosure Statement and Voting Procedures retroactively with respect to Coltec Asbestos Claimants.

The Plan divides the claims of creditors and the interests of shareholders into separate classes. The Plan has placed GST Asbestos Claims and Coltec Asbestos Claims—defined together as “Asbestos Claims”—into Class 5. Information about how the Plan proposes to resolve Class 5 Asbestos Claims and compensate eligible Asbestos Claimants is available in the Disclosure Statement and the Plan, which are included in this Solicitation Package.

Among other things, if the Bankruptcy Court confirms the Plan, Asbestos Claims in Class 5 will be channeled by the Asbestos Channeling Injunction to the Asbestos Trust for resolution and, if eligible, payment, in accordance with the Claims Resolution Procedures. Asbestos Claimants wishing to receive compensation on account of their Asbestos Claims will be required to submit separate claim forms provided by the Asbestos Trust. **This Ballot is not such a claim**

***form.** In addition, this Ballot and the Voting Procedures do not constitute any admission of liability by the Debtors or any successor to the Debtors.*

ALL ASBESTOS CLAIMANTS, WHETHER SUCH ASBESTOS CLAIMANTS ARE HOLDERS OF GST ASBESTOS CLAIMS, COLTEC ASBESTOS CLAIMS, OR BOTH MUST USE THIS FORM OF BALLOT FOR VOTES ON THE PLAN TO BE CAST BY THEIR REPRESENTATIVES ON BEHALF OF MULTIPLE CLAIMANTS.

NO ASBESTOS CLAIMANT WILL BE ENTITLED TO CAST MORE THAN ONE VOTE ON THE PLAN. THIS IS SO EVEN IF THE CLAIMANT ASSERTS BOTH A GST ASBESTOS CLAIM AND A COLTEC ASBESTOS CLAIM.

In order for the Plan to be confirmed and for the Asbestos Channeling Injunction to be granted, the Plan must receive a certain amount of favorable votes from Asbestos Claimants in Class 5. In particular, for confirmation under Section 1129 of the Bankruptcy Code, Asbestos Claimants in Class 5 must accept the Plan by more than one-half of the number of Asbestos Claimants voting and by at least two-thirds of their claim amounts. To obtain approval of the Asbestos Trust and Asbestos Channeling Injunction under Section 524(g) of the Bankruptcy Code, at least 75% of the Class 5 Asbestos Claimants voting must vote in favor of the Plan. The Plan must also meet other requirements of the Bankruptcy Code in order to be confirmed and in order for the Asbestos Trust and Asbestos Channeling Injunction to be approved.

Specific instructions for completing this Ballot are outlined below. Asbestos Claimants or their attorneys who previously cast ballots on the now-superseded Second Amended Plan of Reorganization (“**Second Amended Plan**”) should be aware that there are key differences between the voting procedures that applied to the Second Amended Plan and the Voting Procedures for the Plan now proposed. In particular, the Voting Procedures for the Plan now proposed will:

- temporarily allow (for voting purposes only) qualifying Asbestos Claims against Garlock or Coltec Industries Inc (“**Coltec**”);
- temporarily allow (for voting purposes only) Asbestos Claims based on a broader group of asserted diseases which include: malignant mesothelioma, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis or non-disabling asbestosis; and
- classify all Asbestos Claims, whether settled, subject to a judgment, unliquidated, or a future claim (a claim based on Asbestos Exposure but which has not manifested an injury), to be classified into a single class, Class 5.

This Master Ballot is to be used for voting only by attorneys representing multiple Class 5 Asbestos Claimants. In order for the Master Ballot to be counted, it must be properly completed, signed, and returned to the court-approved Balloting Agent, Rust Consulting/Omni Bankruptcy, by first-class mail or courier as follows:

Garlock Sealing Technologies LLC, et al.
c/o Rust Consulting/Omni Bankruptcy
Attn: Balloting Agent
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367

A Ballot must be ACTUALLY RECEIVED by the Balloting Agent no later than December 9, 2016 (the “Voting Deadline”). Faxes, e-mails, and other electronic transmissions will NOT be accepted.

If you have questions about this Ballot, or if you did not receive a copy of the Disclosure Statement, the Plan, the Notices, or the Voting Procedures, you may contact the Balloting Agent by phone at 1-844-GARLOCK or by email at Garlock@omnimgt.com. **Please note that the Balloting Agent cannot give legal advice. You should consult your attorney regarding all legal matters.**

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE CLASS 5 MASTER BALLOT**

Please follow these instructions to complete your Class 5 Master Ballot:

1. Read the Plan, Disclosure Statement, Voting Procedures, and these instructions.

You may need to consult your attorney. If you have questions regarding the Class 5 Master Ballot, or if you did not receive a copy of the Plan, Disclosure Statement, or Voting Procedures, or if you need additional copies of the Class 5 Master Ballot or other enclosed materials, please contact the Balloting Agent. Please note that the Plan, Disclosure Statement, and Voting Procedures are available at the website maintained by the Balloting Agent at <http://www.garlocknotice.com>.

2. (Items 1 and 2) Summary of Votes.

Please summarize the votes of the Class 5 Asbestos Claimants represented by the attorney voting those claims on the table provided, including the total number of claimants and total dollar amounts that voted to accept the Plan or reject the Plan. To compute the total dollar amounts, please use the following voting amounts: \$10,000 for each Claim based on malignant mesothelioma, \$1 for each Claim based on any of the Other Diseases (*defined below*), and the liquidated amount for each Claim that is asserted to be liquidated by settlement or judgment.

3. (Item 3) Required Exhibit: List of Class 5 Asbestos Claimants Voting Through Master Ballot.

The attorney voting the Class 5 Asbestos Claims must include as an exhibit to the Master Ballot an electronic list, which list should be in Microsoft Excel or a comparable application, submitted on a CD-ROM, that indicates, for each claim being voted, (a) the last name of the Asbestos Claimant; (b) the first name of the Asbestos Claimant; (c) the last four digits of the

social security number of the Asbestos Claimant; (d) the last name of the person upon whose injury the Asbestos Claim is based (the “**Injured Party**”), if the Injured Party is different from the Asbestos Claimant; (e) if a different individual from the Asbestos Claimant, the first name of the Injured Party; (f) if a different individual from the Asbestos Claimant, the last four digits of the Injured Party’s social security number; (g) the Asbestos Claimant’s street address, city, state, and zip code; (h) the Injured Party’s disease (malignant mesothelioma, or lung cancer, colorectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis); (i) law firm voting the claim; (j) if the Asbestos Claimant asserts that the claim has been liquidated by settlement or judgment, so indicate by providing the asserted amount; (k) indicate whether the Asbestos Claim is a GST Asbestos Claimant or a Coltec Asbestos Claimant by including “Y” or “N” in a column labeled GST Asbestos Claimant or Coltec Asbestos Claimant, respectively; and (l) whether the claimant votes to accept or to reject the Plan. The failure to provide all of this required information for each Asbestos Claimant will result in the Asbestos Claimant’s vote not being counted. A template of how the below information should be compiled is below.

Last Name of Asbestos Claimant	First Name of Asbestos Claimant	Last Four Digits of Asbestos Claimant's Social Security No.	Last Name of Injured Party (if different from Asbestos Claimant)	First Name of Injured Party (if different from Asbestos Claimant)	Last Four Digits of Injured Party's Social Security No. (if different from Asbestos Claimant)	Street Address	City	State	Zip	Disease	Law firm voting claim	If asserting settled or subject to judgment, asserted amount of settlement or judgment	GST Asbestos Claimant (Y or N)	Coltec Asbestos Claimant (Y or N)	Accept or Reject
Smith	John	4321	Smith	Sue	1234	123 Any Street	Springfield	MD	20815	Lung cancer	Firm, PLC		Y	N	Accept
Jones	Stephen	1234				4321 Other Road	Joliet	IL	60435	Severe asbestosis	Firm, PLC	\$2,000	Y	Y	Accept
Roberts	George	3422	Stephens	Silvia	9988	109 Main	Reading	PA	19602	Mesothelioma	Firm, PLC		Y		Accept

Included on the CD-Rom in the Solicitation Package sent to you is a Microsoft Excel Master Ballot template that you may use to prepare the list required to complete this Ballot.

4. (Item 4) Required Certifications.

Item 4 requires the attorney to certify under penalty of perjury that the following matters are true and correct to the best of such attorney’s knowledge, information, and reasonable belief:

- a. each claimant identified in the accompanying exhibit is an Asbestos Claimant (as defined in the Plan) whose claim has not been dismissed with prejudice, has not been settled and paid, and is not known to be time-barred;
- b. each Injured Party identified in the accompanying exhibit was diagnosed with malignant mesothelioma, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis (all such diseases other than mesothelioma being referred to hereafter as the “**Other Diseases**”), as indicated in the exhibit, based on, or as evidenced in, medical records or similar documentation in the possession of the claimant, his/her attorneys, or the respective physicians of the claimant or Injured Party;

- c. each Injured Party listed in the exhibit was exposed to asbestos released from asbestos-containing gaskets or packing manufactured, produced, fabricated, distributed, supplied, marketed, included as a component part, or sold by Garlock or Coltec (“**Asbestos Exposure**”) [Note: for purposes of this certification, the term “Coltec” includes but is not limited to the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam];
- d. each claim identified as liquidated by settlement or judgment is the subject of a settlement agreement or judgment in the amount indicated; and
- e. the attorney is authorized by each Asbestos Claimant listed in the exhibit to vote on the Plan on his/her behalf, and to represent that each Injured Party listed in the exhibit has (or, if deceased, had) the respective disease noted in the exhibit and Asbestos Exposure.

Class 5 Asbestos Claims for which these certifications are made shall be temporarily allowed for voting purposes only in the amount of \$10,000 (for claims based on malignant mesothelioma), \$1 (for any of the Other Diseases), or the asserted liquidated amount of the claim (for Asbestos Claims asserted to be liquidated by settlement or judgment).

Any Class 5 Asbestos Claimant or an attorney representing such a claimant, who cannot, on or before the Voting Deadline, make the certifications above may move for temporary allowance for voting purposes. Any such motion must be filed no later than **December 9, 2016**, and any such claimant who does not move for temporary allowance by that time will be deemed to have waived his or her right to vote on the Plan. All parties’ rights to object to such motion for temporary allowance for voting purposes are preserved. If the Court enters an order granting a claimant’s motion for temporary allowance, the claimant will be entitled to submit a ballot in the amount and by the deadline specified by such order, and such ballot, if completed and signed in accordance with such order and the Voting Procedures, will be treated as timely, and the Balloting Agent will count or tabulate such ballot, even if such ballot is submitted after the Voting Deadline.

No entity named as a defendant in asbestos litigation shall be eligible to vote on the Plan as a Class 5 Asbestos Claimant, unless such entity files a motion for temporary allowance of its claim for voting purposes and the Court grants such motion for temporary allowance. Any such motion must be filed no later than December 9, 2016, and any such entity who does not move for temporary allowance by that time shall be deemed to have waived its right to vote on the Plan. All parties’ rights to object to such claim and to such motion for temporary allowance for voting purposes have been preserved.

5. Return the Master Ballot in the envelope provided. The Master Ballot must be actually received by the Balloting Agent by the Voting Deadline (specified above) or it will not be counted. Faxes, e-mails, and other electronic submissions will not be accepted.

MASTER BALLOT FOR CLASS 5 ASBESTOS CLAIMS

**Please read the instructions accompanying this Master Ballot before completing.
Print clearly in ink or type.**

**YOU MUST COMPLETE EACH SECTION OF THIS MASTER BALLOT IN ORDER
FOR IT TO BE VALID OR COUNTED AS HAVING BEEN CAST.**

1. **Tabulation of Votes with Respect to the Plan.**

- ☐ **ALL** of the individuals listed on the exhibit required in Item 3, each of whom is a Class 5 Asbestos Claimant under the Plan, **ACCEPT** the Plan.
- ☐ **ALL** of the individuals listed on the exhibit required in Item 3, each of whom is a Class 5 Asbestos Claimant under the Plan, **REJECT** the Plan.
- ☐ **Some of the individuals** listed on the exhibit required in Item 3 **ACCEPT** the Plan, while other individuals listed on the exhibit required in Item 3 **REJECT** the Plan; each of whom is a Class 5 Asbestos Claimant under the Plan.

2. **Summary of Votes (see instructions above for computing dollar amounts).**

Disease Category	Total Number of Claimants and Total Dollar Amounts <u>Accepting</u> the Plan	Total Number of Claimants and Total Dollar Amounts <u>Rejecting</u> the Plan	Total Votes
Mesothelioma			
Other Diseases			
Total Votes			

3. **Required Exhibit: List of Class 5 Asbestos Claims Voted by Attorney.**

The attorney voting this Master Ballot must include as an exhibit to the Master Ballot an electronic list, which list should be in Microsoft Excel or a comparable application, submitted on a CD-ROM, that indicates, for each claim being voted, (a) the last name of the Asbestos Claimant; (b) the first name of the Asbestos Claimant; (c) the last four digits of the social

security number of the Asbestos Claimant; (d) the last name of the person upon whose injury the Asbestos Claim is based (the “**Injured Party**”), if the Injured Party is different from the Asbestos Claimant; (e) if a different individual from the Asbestos Claimant, the first name of the Injured Party; (f) if a different individual from the Asbestos Claimant, the last four digits of the Injured Party’s social security number; (g) the Asbestos Claimant’s street address, city, state, and zip code; (h) the Injured Party’s disease (malignant mesothelioma, or lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis); (i) law firm voting the claim; (j) if the Asbestos Claimant asserts that the claim has been liquidated by settlement or judgment, so indicate by providing the asserted amount; (k) indicate whether the Asbestos Claim is a GST Asbestos Claimant or a Coltec Asbestos Claimant by including “Y” or “N” in a column labeled GST Asbestos Claimant or Coltec Asbestos Claimant, respectively; and (l) whether the claimant votes to accept or to reject the Plan.

The attorney voting this Master Ballot may use the template found at No. 3 of the Voting Instructions for purposes of creating and formatting the Exhibit. In addition, included on the CD-Rom in the Solicitation Package sent to you is a Microsoft Excel file containing the template that you should use to prepare the list required to complete this Ballot.

4. **Required Certifications.**

By signing this Master Ballot, I hereby certify under penalty of perjury to the best of my knowledge, information, and reasonable belief that the following matters are true and correct:

- (i) each claimant identified in the accompanying exhibit is an Asbestos Claimant (as defined in the Plan) whose claim has not been dismissed with prejudice, has not been settled and paid, is not known to be time-barred;
- (ii) each Injured Party identified in the accompanying exhibit was diagnosed with malignant mesothelioma, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis, as indicated in the exhibit, based on, or as evidenced in, medical records or similar documentation in the possession of the claimant, his/her attorneys, or the respective physicians of the claimant or Injured Party;
- (iii) each Injured Party listed in the exhibit was exposed to asbestos released from asbestos-containing gaskets or packing manufactured, produced, fabricated, distributed, supplied, marketed, included as a component part, or sold by Garlock or Coltec² (“**Asbestos Exposure**”); and

² For purposes of this certification, the term “**Coltec**” includes but is not limited to the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

(iv) the attorney is authorized by each Asbestos Claimant listed in the accompanying exhibit to vote on the Plan on his/her behalf, and to represent that each Injured Party listed in the accompanying exhibit has (or, if deceased, had) the respective disease noted in the exhibit and Asbestos Exposure.

Signature of Attorney:	_____
Printed Name of Attorney:	_____
Name of Law Firm (if applicable):	_____
Date:	_____

DO NOT INCLUDE MEDICAL RECORDS WITH THIS MASTER BALLOT.

IF THIS MASTER BALLOT IS NOT *ACTUALLY RECEIVED* BY THE BALLOTING AGENT BY DECEMBER 9, 2016, THE MASTER BALLOT WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT, PLAN, OR VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT, RUST CONSULTING/OMNI BANKRUPTCY, TOLL-FREE AT 1-844-GARLOCK.

EXHIBIT 1B

**FORM OF INDIVIDUAL BALLOT FOR CLASS 5 ASBESTOS CLAIMS
(GST ASBESTOS CLAIMS AND/OR COLTEC ASBESTOS CLAIMS)**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE: GARLOCK SEALING TECHNOLOGIES LLC, et al., Debtors. ¹	Case No. 10-BK-31607 Chapter 11 Jointly Administered
IN RE: OLDCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC, Debtor.	Case No. [Not yet filed] Chapter 11 [Joint Administration To Be Requested]

**INDIVIDUAL BALLOT AND VOTING INSTRUCTIONS FOR THE
JOINT PLAN OF REORGANIZATION OF GARLOCK SEALING TECHNOLOGIES
LLC, ET AL. AND OLDCO, LLC, PROPOSED SUCCESSOR BY MERGER TO
COLTEC INDUSTRIES INC, DATED MAY 20, 2016**

**CLASS 5: ASBESTOS CLAIMS
Individual Ballot**

Garlock Sealing Technologies LLC (“**Garlock**”), Garrison Litigation Management Group, Ltd. (“**Garrison**”) and The Anchor Packing Company, debtors and debtors-in-possession in the above-captioned cases (with OldCo, LLC, once it has commenced a bankruptcy case to be jointly administered under Case No. 10-BK-31607, the “**Debtors**”), the Official Committee of Asbestos Personal Injury Claimants, the Future Asbestos Claimants’ Representative, the Ad Hoc Coltec Future Asbestos Claimants’ Representative, and the Ad Hoc Coltec Asbestos Claimants Committee (together the “**Plan Proponents**”) are soliciting votes from Asbestos Claimants with respect to the Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (as it

¹ The debtors in these jointly administered cases (referred to collectively as the “**Garlock Case**”) are Garlock Sealing Technologies LLC; Garrison Litigation Management Group, Ltd.; and The Anchor Packing Company.

may be from time to time amended, supplemented or modified, the “**Plan**”), which has been jointly proposed by the Plan Proponents.

The United States Bankruptcy Court for the Western District of North Carolina (the “**Bankruptcy Court**”) has signed an order in the Garlock Case (the “**Confirmation Procedures Order**”) approving procedures under which the Plan Proponents will solicit votes on the Plan from Asbestos Claimants and for tabulating those votes (“**Voting Procedures**”). Copies of the Confirmation Procedures Order and the Voting Procedures are included in the Solicitation Package sent to you.

If confirmed (approved) by the Bankruptcy Court, the Plan will resolve asbestos personal injury and wrongful death claims against Garlock and Garrison, which are defined in the Plan as “**GST Asbestos Claims**,” and will also resolve asbestos personal injury and wrongful death claims against Coltec Industries Inc (“**Coltec**”), which are defined in the Plan as “**Coltec Asbestos Claims**.” Because Coltec has not yet filed a Chapter 11 bankruptcy case, but will do so if sufficient numbers of Asbestos Claimants vote in favor of the Plan, the Bankruptcy Court has not yet had the opportunity to consider (or approve) the Disclosure Statement and the Voting Procedures with respect to Coltec Asbestos Claimants. If Coltec eventually files a Chapter 11 bankruptcy case, it will ask the Bankruptcy Court to approve the Disclosure Statement and Voting Procedures retroactively with respect to Coltec Asbestos Claimants.

The Plan divides the claims of creditors and the interests of shareholders into separate classes. The Plan has placed GST Asbestos Claims and Coltec Asbestos Claims—defined together as “Asbestos Claims”—into Class 5. Information about how the Plan proposes to resolve Class 5 Asbestos Claims and compensate eligible Asbestos Claimants is available in the Disclosure Statement and the Plan, which are included in this Solicitation Package. Among other things, if the Bankruptcy Court confirms the Plan, Asbestos Claims in Class 5 will be channeled by the Asbestos Channeling Injunction to the Asbestos Trust for resolution and, if eligible, payment, in accordance with the Claims Resolution Procedures. Asbestos Claimants wishing to receive compensation on account of their Asbestos Claims will be required to submit separate claim forms provided by the Asbestos Trust. ***This Ballot is not such a claim form. In addition, this Ballot and the Voting Procedures do not constitute any admission of liability by the Debtors or any successor to the Debtors.***

ALL ASBESTOS CLAIMANTS VOTING INDIVIDUALLY, WHETHER SUCH ASBESTOS CLAIMANTS ARE HOLDERS OF GST ASBESTOS CLAIMS, COLTEC ASBESTOS CLAIMS, OR BOTH MUST USE THIS FORM OF BALLOT TO CAST THEIR VOTES, ON AN INDIVIDUAL BASIS, ON THE PLAN.

NO ASBESTOS CLAIMANT WILL BE ENTITLED TO CAST MORE THAN ONE VOTE ON THE PLAN. THIS IS SO EVEN IF THE CLAIMANT ASSERTS BOTH A GST ASBESTOS CLAIM AND A COLTEC ASBESTOS CLAIM.

In order for the Plan to be confirmed and for the Asbestos Channeling Injunction to be granted, the Plan must receive a certain amount of favorable votes from Asbestos Claimants in Class 5. In particular, for confirmation under Section 1129 of the Bankruptcy Code, Asbestos Claimants in Class 5 must accept the Plan by more than one-half of the number of Asbestos

Claimants voting and by at least two-thirds of their claim amounts. To obtain approval of the Asbestos Trust and Asbestos Channeling Injunction under Section 524(g) of the Bankruptcy Code, at least 75% of the Class 5 Asbestos Claimants voting must vote in favor of the Plan. The Plan must also meet other requirements of the Bankruptcy Code in order to be confirmed and in order for the Asbestos Trust and Asbestos Channeling Injunction to be approved.

Specific instructions for completing this Ballot are outlined below. Asbestos Claimants or their attorneys who previously cast ballots on the now-superseded Second Amended Plan of Reorganization (“**Second Amended Plan**”) should be aware that there are key differences between the voting procedures that applied to the Second Amended Plan and the Voting Procedures for the Plan now proposed. In particular, the Voting Procedures for the Plan now proposed will:

- temporarily allow (for voting purposes only) qualifying Asbestos Claims against Garlock or Coltec;
- temporarily allow (for voting purposes only) Asbestos Claims based on a broader group of asserted diseases which include: malignant mesothelioma, or lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestos, or non-disabling asbestosis; and
- unlike the now-superseded Second Amended Plan, the Plan now proposed puts *all* Asbestos Claims into a single class—namely, Class 5—regardless of whether those claims are settled, are subject to a judgment, have no fixed dollar amount, or are future claims (that is, a claim based on Asbestos Exposure (defined below) but as to which there is no manifested injury or disease).

In order for this Ballot to be counted, it must be properly completed, signed, and returned to the court-approved Balloting Agent, Rust Consulting/Omni Bankruptcy, by first-class mail or courier as follows:

Garlock Sealing Technologies LLC, et al.
c/o Rust Consulting/Omni Bankruptcy
Attn: Balloting Agent
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367

Your completed and signed Ballot must be ACTUALLY RECEIVED by the Balloting Agent, in paper form, no later than December 9, 2016 (the “Voting Deadline”). Faxes, e-mails, and other electronic transmissions will NOT be accepted.

If you have questions about this Ballot, or if you did not receive a copy of the Disclosure Statement, the Plan, the Notices, or the Voting Procedures, you may contact the Balloting Agent by phone at 1-844-GARLOCK or by email at Garlock@omnimgt.com. **Please note that the Balloting Agent cannot give legal advice. You should consult your attorney regarding all legal matters.**

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE CLASS 5 BALLOT**

Please follow these instructions to complete your Class 5 Ballot:

1. Read the Plan, Disclosure Statement, Voting Procedures, and these instructions.

You may need to consult your attorney. If you have questions regarding the Class 5 Ballot, or if you did not receive a copy of the Plan, Disclosure Statement, or Voting Procedures, or if you need additional copies of the Class 5 Ballot or other enclosed materials, please contact the Balloting Agent at this toll-free telephone number: 1-844-GARLOCK. Please note that the Plan, Disclosure Statement, and Voting Procedures are available at the website maintained by the Balloting Agent at <http://www.garlocknotice.com>.

2. (Item 1) Identifying Information.

Please fill in the information requested. List the name of the Asbestos Claimant—that is, the person who asserts the Asbestos Claim—and provide the street address, city, state, and zip code where indicated, and the last 4 digits of the Asbestos Claimant’s Social Security Number. The Asbestos Claimant may be the person whose injury the Asbestos Claim is based (the “**Injured Party**”) or may be different from the Injured Party (such as a spouse). If the Asbestos Claimant and Injured Party are not the same person, please provide the Injured Party’s name and last 4 digits of the Injured Party’s Social Security Number.

If this Ballot is being voted by an attorney for the Asbestos Claimant, the attorney must provide his or her address and contact information, in addition to the information requested above.

3. (Item 2) Designation of Disease Category and whether the Claim Has Been Liquidated by Settlement or Judgment.

For claims that have not been settled or are not the subject of a judgment, indicate whether the claim is based on mesothelioma or an “**Other Disease**” (lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis) by marking an “X” in the box that corresponds to the Injured Party’s diagnosis.

For claims that have been settled or are the subject of a judgment, mark an “X” in the box that corresponds to your assertion whether the claim has been settled or is the subject of a judgment, and write in the amount of the asserted settlement or judgment.

You must mark a disease category or assert that the claim is the subject of a settlement or judgment in order for your vote to be counted.

Bankruptcy law requires that a claim be “allowed” in a fixed dollar amount in order for the holder of that claim to vote. In accordance with the Voting Procedures, current Asbestos Claims will be temporarily allowed for voting purposes only. **Temporary allowance of any Class 5 Asbestos Claim for voting purposes only, however, does not in any way constitute an admission of liability by the Debtors, or an admission of the value of any Class 5 claim. Nor will temporary allowance for voting purposes make an Asbestos Claimant automatically eligible to receive compensation from the Asbestos Trust. To seek compensation from the Asbestos Trust, Asbestos Claimants will have to follow the Claims Resolution Procedures and submit the necessary claim form and other information required by the Trust. This Ballot is for voting on the Plan only and is not a claim form for requesting compensation.**

4. (Item 3) Entity Claiming Against.

Please indicate whether the Asbestos Claimant is asserting a GST Asbestos Claim or a Coltec Asbestos Claim by marking an “X” in the box that so indicates. Asbestos Claimants may assert both a GST Asbestos Claim and a Coltec Asbestos Claim, but only one vote will be counted.

5. (Item 4) Vote.

Please indicate whether the Class 5 Asbestos Claimant votes to **ACCEPT** or to **REJECT** the Plan by marking an “X” in the box that corresponds to the Asbestos Claimant’s choice.

6. (Item 5) Certifications.

Item 5 requires the Asbestos Claimant or the Asbestos Claimant’s attorney, as applicable, to certify under penalty of perjury that the following matters are true and correct to the best of the Asbestos Claimant’s or attorney’s knowledge, information, and reasonable belief:

- a. the claimant is an Asbestos Claimant (as defined in the Plan) whose claim has not been dismissed with prejudice or settled and paid, and is not known to be time-barred;
- b. the person upon whose injury the Asbestos Claim is based (the “**Injured Party**”) was diagnosed with malignant mesothelioma, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis (all such diseases other than mesothelioma being referred to hereafter as the “**Other Diseases**”), based on, or as evidenced in, medical records or similar documentation in the possession of the claimant, his or her attorney, or the physician of the claimant or Injured Party;
- c. the Injured Party was exposed to asbestos released from asbestos-containing gaskets or packing manufactured, produced, fabricated, distributed, supplied, marketed, included as a component part, or sold by Garlock or Coltec (“**Asbestos**

Exposure”) [Note: for purposes of this certification, the term “Coltec” includes but is not limited to the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam]; and

- d. each claim identified as liquidated by settlement or judgment is the subject of a settlement agreement or judgment in the amount indicated; and
- e. if these certifications are made by the Asbestos Claimant’s attorney, the attorney is authorized by the Asbestos Claimant to vote on the Plan on his or her behalf, and to represent that the Injured Party has (or, if deceased, had) the disease noted on the ballot and Asbestos Exposure.

Asbestos Claimants making these certifications will have their Class 5 Asbestos Claims temporarily allowed for voting purposes only in the amount of \$10,000 (for claims based on malignant mesothelioma), \$1 (for any of the Other Diseases), or the asserted liquidated amount of the claim (for Asbestos Claims asserted to be liquidated by settlement or judgment).

Any Class 5 Asbestos Claimant who cannot, on or before the Voting Deadline, make the certifications above may file a motion with the Bankruptcy Court, requesting temporary allowance for voting purposes. Any such motion must be filed no later than **December 9, 2016**, and any such claimant who does not move for temporary allowance by that time shall be deemed to have waived his or her right to vote on the Plan. If the Bankruptcy Court grants a claimant’s motion for temporary allowance, the claimant will be entitled to submit a ballot in the amount and by the deadline specified by the Bankruptcy Court, and such ballot, if completed and signed in accordance with the Bankruptcy Court’s requirements and the Voting Procedures, will be treated as timely, and the Balloting Agent will count or tabulate such ballot, even if such ballot is submitted after the Voting Deadline.

No entity named as a defendant in asbestos litigation shall be eligible to vote on the Plan as a Class 5 Asbestos Claimant, unless such entity files a motion for temporary allowance of its claim for voting purposes and the Court grants such motion for temporary allowance. Any such motion must be filed no later than December 9, 2016, and any such entity who does not move for temporary allowance by that time shall be deemed to have waived its right to vote on the Plan. All parties’ rights to object to such claim and to such motion for temporary allowance for voting purposes have been preserved.

7. **Return the Ballot in the envelope provided.** The Ballot must be actually received by the Balloting Agent by the Voting Deadline (specified above) or it will not be counted. Faxes, e-mails, and other electronic submissions will not be accepted.

BALLOT FOR
CLASS 5 ASBESTOS CLAIMS

Please read the instructions accompanying this Ballot before completing.
Print clearly in ink or type.

**YOU MUST COMPLETE EACH SECTION OF THIS BALLOT IN ORDER FOR IT TO
BE VALID OR COUNTED AS HAVING BEEN CAST.**

Item 1. Identifying Information.

Name of Asbestos Claimant:	_____
Asbestos Claimant Last 4 Digits of Social Security No.:	_____
Asbestos Claimant's Street Address:	_____
City, State & Zip Code:	_____
Name of Injured Party (if different from Asbestos Claimant):	_____
Injured Party Last 4 Digits of Social Security No. (if different from Asbestos Claimant):	_____
If by Attorney, Name:	_____
If by Attorney, Name of Law Firm:	_____
Law Firm's Street Address:	_____
City, State & Zip Code:	_____
Date Completed:	_____

Item 2. Designation of Disease Category or Assertion of Settlement or Judgment and Amount FOR VOTING PURPOSES ONLY.

Solely for purposes of voting to accept or to reject the Plan, please designate the following category of Class 5 Asbestos Claim.

☐ **Mesothelioma.**

Claim amount for voting purposes only: \$10,000.

☐ **Other Diseases (lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis).**

Claim amount for voting purposes only: \$1.

☐ **Settled Claim.**

Asserted Settlement Amount: _____.

☐ **Judgment Claim.**

Asserted Judgment Amount: _____.

Item 3. Entity Claiming Against.

Indicate whether the Asbestos Claimant is asserting a GST Asbestos Claim, a Coltec Asbestos Claim, or both. You may check one or both boxes:

☐ **GST ASBESTOS CLAIM.**

☐ **COLTEC ASBESTOS CLAIM.**

Item 4. Vote.

The Class 5 Asbestos Claimant in the amount set forth in Item 2, hereby votes to:

Check only one box: ☐ **ACCEPT THE PLAN.**

☐ **REJECT THE PLAN.**

Item 5. Certifications.

By signing below, I hereby certify under penalty of perjury to the best of my knowledge, information, and reasonable belief that the following matters are true and correct:

(i) the Asbestos Claimant (as defined in the Plan) holds an Asbestos Claim that has not been dismissed with prejudice or settled and paid, and is not known to be time-barred;

(ii) the person upon whose injury the Asbestos Claim is based (the “**Injured Party**”) was diagnosed with malignant mesothelioma, lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis, as indicated in the exhibit, based on, or as evidenced in, medical records or similar documentation in the possession of the claimant, his/her attorneys, or the respective physicians of the claimant or Injured Party;

(iii) Injured Party listed in the exhibit was exposed to asbestos released from asbestos-containing gaskets or packing manufactured, produced, fabricated, distributed, supplied, marketed, included as a component part, or sold by Garlock or Coltec¹ (“**Asbestos Exposure**”);

(iv) if this claim has been identified as liquidated by settlement or judgment, it is the subject of a settlement agreement or judgment in the amount indicated; and

(v) if these certifications are made by the Asbestos Claimant’s attorney, the attorney is authorized by such holder to vote on the Plan on his or her behalf, and to represent that the Injured Party has (or, if deceased, had) the disease noted on the ballot and Asbestos Exposure.

Signature of Claimant or Attorney:	_____
Printed Name of Claimant or Attorney:	_____
Name of Law Firm (if applicable):	_____
Date:	_____

DO NOT INCLUDE MEDICAL RECORDS WITH THIS BALLOT.

**IF THIS BALLOT IS NOT *ACTUALLY RECEIVED* BY THE BALLOTING AGENT BY
DECEMBER 9, 2016, THE BALLOT WILL NOT BE COUNTED.**

¹ For purposes of this certification, the term “**Coltec**” includes the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

IF YOU HAVE ANY QUESTIONS REGARDING YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT, PLAN, OR VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT, RUST CONSULTING/OMNI BANKRUPTCY, TOLL-FREE AT 1-844-GARLOCK.

EXHIBIT 1C

FORM OF BALLOT FOR CLASS 9 GST/GARRISON EQUITY INTERESTS

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division

IN RE: GARLOCK SEALING TECHNOLOGIES LLC, et al., Debtors. ¹	Case No. 10-BK-31607 Chapter 11 Jointly Administered
IN RE: OLDCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC, Debtor.	Case No. [Not yet filed] Chapter 11 [Joint Administration To Be Requested]

**BALLOT AND VOTING INSTRUCTIONS FOR THE
JOINT PLAN OF REORGANIZATION OF GARLOCK SEALING TECHNOLOGIES
LLC, ET AL. AND OLDCO, LLC, PROPOSED SUCCESSOR BY MERGER TO
COLTEC INDUSTRIES INC, DATED MAY 20, 2016**

CLASS 9: GST/GARRISON EQUITY INTERESTS

Garlock Sealing Technologies LLC (“**Garlock**”), Garrison Litigation Management Group, Ltd. (“**Garrison**”) and The Anchor Packing Company, debtors and debtors-in-possession in the above-captioned cases (with OldCo, LLC, once it has commenced a bankruptcy case to be jointly administered under Case No. 10-BK-31607, the “**Debtors**”), the Official Committee of Asbestos Personal Injury Claimants, the Future Asbestos Claimants’ Representative, the Ad Hoc Coltec Future Asbestos Claimants’ Representative, and the Ad Hoc Coltec Asbestos Claimants Committee (together the “**Plan Proponents**”), are soliciting votes from Asbestos Claimants with respect to the Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (as it may be from time to time amended, supplemented or modified, the “**Plan**”).

¹ The debtors in these jointly administered cases (referred to collectively as the “**Garlock Case**”) are Garlock Sealing Technologies LLC; Garrison Litigation Management Group, Ltd.; and The Anchor Packing Company.

The United States Bankruptcy Court for the Western District of North Carolina (the “**Bankruptcy Court**”) has signed an order in the Garlock Case (the “**Confirmation Procedures Order**”) that establishes procedures under which the Plan Proponents will solicit acceptance of the Plan from Asbestos Claimants and voting procedures (“**Voting Procedures**”) for tabulation of votes on the Plan. Copies of the Confirmation Procedures Order and Voting Procedures are included in the Solicitation Package sent to you.

Information regarding treatment of Class 9 GST/Garrison Equity Interests is available in the Disclosure Statement and the Plan, which are included in the Solicitation Package. A Solicitation Package, including this Ballot, is being sent to each Holder of Class 9 GST/Garrison Equity Interests.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you whether you vote or not if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims voting in the Class. Under the Plan, Class 9 must accept the Plan and the Plan must meet other requirements of 11 U.S.C. § 1129(a) for the Plan to be confirmed and for Class 9 GST/Garrison Equity Interests to receive the treatment to which the Class is entitled under the Plan. To have your vote count, you must complete and return this Ballot.

This Ballot is to be used for voting by the Holders of Class 9 GST/Garrison Equity Interests only. In order for your Ballot to be counted, it must be properly completed, signed, and returned by first-class mail or courier to the Debtors’ court-approved Balloting Agent, Rust Consulting/Omni Bankruptcy:

Garlock Sealing Technologies LLC, et al.
c/o Rust Consulting/Omni Bankruptcy
Attn: Balloting Agent
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367

A Ballot must be RECEIVED by the Balloting Agent no later than December 9, 2016 (the “<u>Voting Deadline</u>”). Facsimiles and electronic submissions will NOT be accepted.
--

If you have questions about your Ballot, or if you did not receive a copy of the Disclosure Statement, Plan, or Voting Procedures, you may contact the Balloting Agent by phone at 1-844-GARLOCK or by email at Garlock@omnimgt.com. **Please note that the Balloting Agent cannot give legal advice. You should consult your attorney regarding all legal matters.**

Return the Ballot in the envelope provided. The Ballot must be received by the Balloting Agent by the date specified in the instructions or it will not be counted. Facsimiles and electronic submissions will not be accepted.

BALLOT FOR CLASS 9 GST/GARRISON EQUITY INTERESTS

**Please read the instructions accompanying this Ballot before completing.
Print clearly in ink or type.**

**YOU MUST COMPLETE EACH SECTION OF THIS BALLOT IN ORDER FOR IT TO
BE VALID OR COUNTED AS HAVING BEEN CAST.**

Item 1. Vote.

The undersigned, the Holder of the Class 9 GST/Garrison Equity Interests, votes to:

Check only one box: ☐ **ACCEPT THE PLAN.**

☐ **REJECT THE PLAN.**

Item 2. Certifications.

By signing below, I hereby certify under penalty of perjury that to the best of my knowledge, information, and reasonable belief, I have the power and authority to vote to accept or reject this plan on behalf of the holder of the Class 9 GST/Garrison Equity Interests.

Name of Equity Interest Holder:	_____
Street Address:	_____
City, State & Zip Code:	_____
Name and Title of Attorney or Authorized Agent:	_____
Signature of Attorney or Authorized Agent:	_____
Date:	_____

**IF YOU HAVE ANY QUESTIONS REGARDING YOUR BALLOT, OR IF YOU
DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT, PLAN, OR
VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE
BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE
BALLOTING AGENT, RUST CONSULTING/OMNI BANKRUPTCY, TOLL-FREE AT
1-844-GARLOCK**

EXHIBIT 2

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE: GARLOCK SEALING TECHNOLOGIES LLC, et al., Debtors. ¹	Case No. 10-BK-31607 Chapter 11 Jointly Administered
IN RE: OLDCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC, Debtor.	Case No. [Not yet filed] Chapter 11 [Joint Administration To Be Requested]

**NOTICE OF CONFIRMATION HEARING FOR PLAN OF REORGANIZATION OF
GARLOCK SEALING TECHNOLOGIES LLC ET AL. AND OLDCO, LLC, PROPOSED
SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC DATED MAY 20, 2016**

PLEASE TAKE NOTICE that on May 20, 2016 the debtors and debtors-in-possession (collectively, the “**Debtors**”) filed:

- The Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (as it may be from time to time amended, supplemented or modified, the “**Plan**”), and
- A Disclosure Statement with respect to the Plan (as it may be further amended, the “Disclosure Statement”).²

¹ The Debtors in these jointly administered cases are Garlock Sealing Technologies LLC; Garrison Litigation Management Group, Ltd.; and The Anchor Packing Company. Solicitation is also being conducted by Coltec Industries, Inc. pursuant to Sections 1125(g) and 1126(b) of the Bankruptcy Code and Rule 3018(b) of the Federal Rules of Bankruptcy Procedure with respect to OldCo, LLC which, in the event this Plan is accepted by the requisite numbers of claimants in Class 5, will become a successor by merger to Coltec Industries, Inc. and commence a bankruptcy case that will be jointly administered under Case No. 10-BK-31607.

² All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

Debtors, Coltec Industries Inc (“Coltec”³), the Official Committee of Asbestos Personal Injury Claimants and the Future Asbestos Claimants’ Representative in the Garlock Case are plan proponents as are the Ad Hoc Coltec Future Asbestos Claimants’ Representative and the Ad Hoc Coltec Asbestos Claimants Committee (together, the “**Plan Proponents**”).

PLEASE TAKE FURTHER NOTICE that, after notice and a hearing pursuant to Bankruptcy Code § 1125, the Bankruptcy Court approved the Disclosure Statement as providing adequate information for Holders of Claims and Equity Interests to make a decision as to whether to vote to accept or to reject the Plan.

PLEASE TAKE FURTHER NOTICE that, as further described in the accompanying Solicitation Package and the Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants; Coltec has not yet filed a bankruptcy case, but the Plan calls for Coltec to file a bankruptcy case if sufficient numbers of Asbestos Claimants vote to support the Plan.

PLEASE TAKE FURTHER NOTICE that the Plan for which confirmation is sought provides, among other things, for the issuance of a permanent injunction pursuant to section 524(g) of the Bankruptcy Code that channels all Asbestos Claims against Debtors and the Asbestos Protected Parties (as defined in the Plan) to an Asbestos Trust for resolution and (if eligible) payment. The Plan also provides for the granting of other injunctions described in Article 8 of the Plan.

The Asbestos Protected Parties that would be protected by the injunction are defined in the Plan and include Debtors, Reorganized Debtors, any current or former Affiliate of the Debtors or Reorganized Debtors (including the entities specified on Exhibit D in the exhibit book with the Plan), Coltec’s former divisions and their successor entities, the asbestos insurance entities listed on or added to Exhibit E in the exhibit book with the Plan, and other entities specified in the Plan.

The claims that are discharged by the Plan, the injunctions that are granted as part of the Plan, and the claims that are released under the Plan are described in Article 8 of the Plan. You should read the Plan and the Disclosure Statement for a more complete discussion of how the injunctions will operate and may affect your rights. You may need to consult your attorney.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has also entered an Order Approving Disclosure Statement and Confirmation Procedures (the “**Confirmation Procedures Order**”). The Confirmation Procedures Order establishes procedures for Holders of Claims and Interests in certain Classes to vote to accept or to reject the Plan.

³ “Coltec” includes, but is not limited to, the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

VOTING DEADLINE

PLEASE TAKE FURTHER NOTICE that the Confirmation Procedures Order (i) establishes procedures for solicitation and tabulation of votes on the Plan, (ii) approves the form of ballots and master ballots, (iii) approves the form and content of notice to Holders of Claims and Interests, and the manner of giving notice, and (iv) establishes dates and deadlines in connection with confirmation of the Plan. The Confirmation Procedures Order establishes the deadline by which votes to accept or to reject the Plan must be actually received by Rust Consulting/Omni Bankruptcy (the “**Balloting Agent**”) as **December 9, 2016** (the “**Voting Deadline**”).

All votes to accept or reject the Plan must be cast by using the appropriate ballot or master ballot. All ballots or master ballots accepting or rejecting the Plan must be received by the Balloting Agent on or before the Voting Deadline at the following address:

Garlock Sealing Technologies LLC, et al.
c/o Rust Consulting/Omni Bankruptcy
Attn: Balloting Agent
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367

The Court may extend or otherwise modify the period during which votes will be accepted, in which case the Voting Deadline shall mean the last time and date to which the Court extends solicitation of ballots and master ballots.

CONFIRMATION HEARING DATE AND OBJECTION DEADLINE

PLEASE TAKE FURTHER NOTICE that:

A hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”) will commence on May 15, 2017, at 10:00 a.m., prevailing Eastern time, before the Honorable Craig Whitley, United States Bankruptcy Judge, United States Bankruptcy Court for the Western District of North Carolina, 401 W. Trade St., Charlotte, North Carolina. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and providing written notice to parties that have filed objections to confirmation or other motions for relief.

In accordance with the Confirmation Procedures a CD-ROM containing a Solicitation Package accompanies this notice. If you did not receive a Solicitation Package, but wish to receive one, you should contact the Balloting Agent by phone at 1-844-GARLOCK or email at garlock@omnimgt.com. Solicitation Packages are also available online at www.Garlocknotice.com. Holders of Claims that are not entitled to vote on the Plan, or whose vote is not being otherwise solicited by the Debtors, should receive a copy of the Solicitation Package and a Notice of Non-Solicitation and Non-Voting Status.

Responses and objections, if any, to the confirmation of the Plan or any of the other relief sought by the Debtors in connection with confirmation of the Plan, must (a) describe the nature and amount of the objector's Claim or Equity Interest, (b) state with particularity the legal and factual grounds for the response or objection, and (c) if applicable, provide the specific text that the objecting party believes to be appropriate to insert into the Plan in order to cure its alleged deficiency.

Any such responses or objections must be filed with the Bankruptcy Court and served in a manner so as to be actually received no later than **December 9, 2016** (the "**Objection Deadline**") by the Notice Parties (defined below). The following parties are the "**Notice Parties**":

Debtors:	GARLOCK SEALING TECHNOLOGIES LLC c/o Elizabeth Barry, Chief Restructuring Officer 349 West Commercial St., Ste 3050 East Rochester, NY 14445
With a copy to:	RAYBURN COOPER & DURHAM, P.A. 1200 Carillion, 227 West Trade Street Charlotte, NC 28202 Telephone: (704) 334-0891 Attn: John R. Miller, Jr. and ROBINSON, BRADSHAW & HINSON, P.A. 101 North Tryon Street, Suite 1900 Charlotte, NC 28246 Telephone: (704) 377-2536 Attn: Garland S. Cassada and PARKER POE ADAMS & BERNSTEIN, LLP Three Wells Fargo Center 401 South Tryon Street, Suite 3000 Charlotte, NC 28202 Telephone: (704) 335-9054 Attn: Daniel G. Clodfelter

Official Committee of Asbestos Personal Injury Claimants:	<p>CAPLIN & DRYSDALE, CHARTERED One Thomas Circle N.W., Suite 1100 Washington, DC 20005 Telephone: (202) 862-5000 Attn: Trevor W. Swett, III</p> <p>and</p> <p>MOON WRIGHT & HOUSTON, PLLC 227 West Trade Street, Suite 1800 Charlotte, NC 28202 Telephone: (704) 944-6560 Attn: Travis W. Moon</p>
Future Asbestos Claimants' Representative:	<p>GRIER FURR & CRISP, PA 101 North Tryon Street, Suite 1240 Charlotte, NC 28246 Telephone: (704) 375-3720 Attn: Joseph W. Grier, III</p>
With a copy to:	<p>ORRICK HERRINGTON & SUTCLIFFE, LLP Columbia Center 1152 15th Street, N.W. Washington, DC 20005 Telephone: (202) 339-8400 Attn: Jonathan P. Guy</p>
Unsecured Creditors Committee:	<p>FSB FISHERBROYLES, LLP 6000 Fairview Road, Suite 1200 Charlotte, NC 28210 Telephone: (704) 464-6954 Attn: Deborah L. Fletcher</p>

Objections not timely filed and served in accordance with the provisions of this order shall not be heard and shall be overruled.

This 29th day of July, 2016.

/s/ Garland S. Cassada

Garland S. Cassada
N.C. Bar No. 12352
Jonathan C. Krisko
N.C. Bar No. 28625
Richard C. Worf, Jr.
N.C. Bar No. 37143

ROBINSON BRADSHAW & HINSON, P.A.
101 North Tryon Street, Suite 1900
Charlotte, North Carolina 28246
Telephone: (704) 377-2536
Facsimile: (704) 378-4000

gcassada@rbh.com
jkrisko@rbh.com
rworf@rbh.com

*Special Corporate and Litigation Counsel to the
Debtors Garlock Sealing Technologies LLC,
Garrison Litigation Management Group, Ltd., and
The Anchor Packing Company*

EXHIBIT 3

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE: GARLOCK SEALING TECHNOLOGIES LLC, et al., Debtors. ¹	Case No. 10-BK-31607 Chapter 11 Jointly Administered
IN RE: OLDCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC, Debtor.	Case No. [Not yet filed] Chapter 11 [Joint Administration To Be Requested]

**NOTICE OF NON-SOLICITATION AND NON-VOTING STATUS
FOR PLAN OF REORGANIZATION OF GARLOCK SEALING TECHNOLOGIES LLC
et al. AND OLDCO, LLC, PROPOSED SUCCESSOR
BY MERGER TO COLTEC INDUSTRIES INC**

PLEASE TAKE NOTICE that on May 20, 2016 the debtors and debtors-in-possession (collectively, the “**Debtors**”) filed:

- The Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (as it may be from time to time amended, supplemented or modified, the “**Plan**”), and
- A Disclosure Statement with respect to the Plan (as it may be further amended, the “Disclosure Statement”).²

¹ The Debtors in these jointly administered cases are Garlock Sealing Technologies LLC; Garrison Litigation Management Group, Ltd.; and The Anchor Packing Company. Solicitation is also being conducted by Coltec Industries Inc. pursuant to Sections 1125(g) and 1126(b) of the Bankruptcy Code and Rule 3018(b) of the Federal Rules of Bankruptcy Procedure with respect to OldCo, LLC which, in the event this Plan is accepted by the requisite numbers of Claimants in Class 5, will become a successor by merger to Coltec Industries, Inc. and commence a bankruptcy case that will be jointly administered under Case No. 10-BK-31607.

² All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

Debtors, Coltec Industries Inc (“Coltec”³), the Official Committee of Asbestos Personal Injury Claimants and the Future Asbestos Claimants’ Representative in the Garlock Case are plan proponents as are the Ad Hoc Coltec Future Asbestos Claimants’ Representative and the Ad Hoc Coltec Asbestos Claimants Committee (together, the “**Plan Proponents**”).

PLEASE TAKE FURTHER NOTICE that, after notice and a hearing pursuant to Bankruptcy Code § 1125, the Bankruptcy Court approved the Disclosure Statement as providing adequate information for Holders of Claims and Equity Interests to make a decision as to whether to vote to accept or to reject the Plan.

Class 1 – Priority Claims

If your Claim is in Class 1, you shall be paid the allowed amount of your allowed priority claim on the distribution date either (a) in full, in cash or (b) upon such other less favorable terms as may be mutually agreed upon between you and the Reorganized Debtors. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 2 – Secured Claims

If your Claim is in Class 2, your Claim is not impaired and you are not entitled to vote. If your Class 2 Claim is an allowed Non-Tax Secured Claim subject to the provisions of Bankruptcy Code §§ 502(b) and 506(d) and the terms of the Plan, you shall, at the option of the Reorganized Debtors, receive treatment according to the following alternatives:

- (i) The Plan will leave unaltered the legal, equitable and contractual rights to which you are entitled,
- (ii) The Reorganized Debtors shall pay your allowed Secured Claim in full on the effective date or as soon thereafter as reasonably practicable, or
- (iii) The Reorganized Debtors shall provide such other treatment as is agreed to in writing between the Debtors or the Reorganized Debtors and the holders of such allowed Secured Claim.

If your Class 2 Claim is an allowed Secured Tax Claim, except to the extent you agree with the debtors or Reorganized Debtors to a different treatment, you shall receive 100% of the unpaid amount of such allowed Secured Tax Claim in cash from the Reorganized Debtors on the distribution date. Pursuant to section 1124 of the Bankruptcy Code, Class 2 Claims are in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, if your Claim is a Class 2 Claim, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 3 – Workers’ Compensation Claims

³ “Coltec” includes, but is not limited to, the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

If your Claim is a Class 3 Claim, your Claim shall be reinstated and shall have all legal, equitable, contractual rights to which you are entitled. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 4 – Intercompany Claims

If your Claim is a Class 4 Claim, your Claim is preserved by the Plan, except for certain Intercompany Claims that are expressly resolved, released, and extinguished by the Holders thereof pursuant to the Plan. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan and are not entitled to vote.

Class 6 – GST General Unsecured Claims

If your Claim is in Class 6, your Claim if allowed, shall be paid the allowed amount of the Claim on the distribution date. Such payment shall be:

- (i) In full, in cash, plus post-petition interest at the federal judgment rate in effect on the petition date, or
- (ii) Upon such other less favorable terms as may be mutually agreed upon between the holder of an allowed GST General Unsecured Claim and the Debtors or Reorganized Debtors.

Post-petition interest shall accrue from the petition date through the date of payment. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 7 – Anchor Claims

If your Claim is a Class 8 Claim, you shall be entitled to assert such Claim against Anchor in accordance with the provisions of article 14 of chapter 55 of the North Carolina Business Corporation Act. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 10 – Other Equity Interests

If you are a holder of an equity interest in Class 10 you shall retain your equity interest unaltered by the Plan. Pursuant to section 1124 of the Bankruptcy Code, your equity interest is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

This 29th day of July, 2016.

/s/ Garland S. Cassada

Garland S. Cassada
N.C. Bar No. 12352
Jonathan C. Krisko
N.C. Bar No. 28625
Richard C. Worf, Jr.
N.C. Bar No. 37143

ROBINSON BRADSHAW & HINSON, P.A.
101 North Tryon Street, Suite 1900
Charlotte, North Carolina 28246
Telephone: (704) 377-2536
Facsimile: (704) 378-4000

gcassada@rbh.com
jkrisko@rbh.com
rworf@rbh.com

*Special Corporate and Litigation Counsel to the
Debtors Garlock Sealing Technologies LLC,
Garrison Litigation Management Group, Ltd., and
The Anchor Packing Company*

EXHIBIT 4

**ATTENTION PERSONS WHO HOLD CLAIMS AGAINST
GARLOCK SEALING TECHNOLOGIES AND/OR AGAINST
COLTEC INDUSTRIES INC.**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE: GARLOCK SEALING TECHNOLOGIES LLC, et al., Debtors. ¹	Case No. 10-BK-31607 Chapter 11 Jointly Administered
IN RE: OLDCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC, Debtor.	Case No. [Not yet filed] Chapter 11 [Joint Administration To Be Requested]

**NOTICE OF SIMULTANEOUS SOLICITATION OF GST ASBESTOS
CLAIMANTS AND COLTEC ASBESTOS CLAIMANTS**

PLEASE TAKE NOTICE that the Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (the “**Plan**”),² is jointly proposed by OldCo, LLC (“**Coltec**”) with Garlock Sealing Technologies LLC (“**Garlock**”), Garrison Litigation Management Group, Ltd. (“**Garrison**”) and The Anchor Packing Company (“**Anchor**”).

Garlock, Garrison and Anchor are debtors and debtors-in-possession in chapter 11 cases pending in the United States Bankruptcy Court for the Western District of North Carolina (captioned *In re: Garlock Sealing Technologies LLC, et al.* and jointly administered under Case No. 10-BK-31607) (the “**Garlock Case**”).

¹ The debtors in these jointly administered cases are Garlock Sealing Technologies LLC; Garrison Litigation Management Group, Ltd.; and The Anchor Packing Company.

² Capitalized terms not otherwise defined herein shall have the meaning set forth in the Plan.

The Official Committee of Asbestos Personal Injury Claimants and the Future Asbestos Claimants' Representative in the Garlock Case are also Plan Proponents as are the Ad Hoc Coltec Future Asbestos Claimants' Representative and the Ad Hoc Coltec Asbestos Claimants Committee (together, the "**Plan Proponents**").

This Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants (this "**Notice**") is intended to clarify for persons who hold asbestos claims against Garlock or Coltec, or both, the simultaneous solicitation of votes in favor of the Plan by these persons, even though Coltec has not yet filed a petition for relief under the Bankruptcy Code.

1. *The Plan Resolves GST Asbestos Claims and Coltec Asbestos Claims.* The Plan resolves asbestos personal injury and wrongful death claims against Garlock and Garrison, which are defined in the Plan as "**GST Asbestos Claims**" and also resolves asbestos personal injury and wrongful death claims against Coltec, which are defined in the Plan as "**Coltec Asbestos Claims**." The entity, Coltec, includes, but is not limited to, the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

2. *Coltec Is Soliciting Votes in Favor of the Plan Simultaneously with Garlock Because the Plan Calls for Coltec to File a Chapter 11 Case.* Coltec has not yet filed a Chapter 11 case, but the Plan proposes that Coltec will do so if sufficient numbers of Asbestos Claimants vote in favor of the Plan. Coltec is thus soliciting Coltec Asbestos Claimants for support of the Plan simultaneous to solicitation by Garlock, Garrison, and Anchor of the same Plan, even though Coltec has not yet filed a Chapter 11 case.

3. *The Bankruptcy Court Has Not Approved the Disclosure Statement As It Relates to Coltec Asbestos Claimants.* Because Coltec has not filed its own Chapter 11 case, the United States Bankruptcy Court for the Western District of North Carolina (the "**Bankruptcy Court**") has not yet approved the Disclosure Statement for the Plan as it specifically relates to Coltec Asbestos Claimants or approved procedures for soliciting acceptance of the Plan from Coltec Asbestos Claimants.

The Bankruptcy Court, however, has approved the Disclosure Statement for the Plan and entered an order (the "**Confirmation Procedures Order**") that establishes procedures whereby the Plan Proponents in the Garlock Case will solicit acceptance of the Plan and procedures for tabulation of votes on the Plan with respect to Asbestos Claims in Class 5 of the Plan and GST/Garrison Equity Interests in Class 8 of the Plan. After Coltec files for bankruptcy, it will seek Bankruptcy Court approval of the Disclosure Statement vis-à-vis its creditors, including Coltec Asbestos Claimants.

4. *The Garlock Case Voting Procedures Apply to Coltec Asbestos Claims.* Coltec Asbestos Claims are in the same class as Garlock Asbestos Claims, Class 5, in the Plan. Coltec is using the Disclosure Statement and the Confirmation Procedures Order (and Ballots approved therein) to solicit acceptance of the Plan by Coltec Asbestos Claimants prior to commencing its planned Chapter 11 case. (Those documents have been included in the Solicitation Package provided with this Notice.)

Accordingly, if you are a Coltec Asbestos Claimant or a representative of a Coltec Asbestos Claimant, the procedures and ballots in the Solicitation and Voting Procedures Order apply to your claim.

5. *All Asbestos Claimants Have One Vote, Using the Same Ballot.* Pursuant to the Confirmation Procedures Order, a Claimant who holds a GST Asbestos Claim, a Coltec Asbestos Claim, or both may only cast one vote and must do so with the form of Class 5 Master Ballot or Class 5 Individual Ballot approved by the Confirmation Procedures Order. The Voting Procedures, included in the Solicitation Package provided with this Notice, give further detail about requirements for voting GST Asbestos Claims and Coltec Asbestos Claims.

6. *Information Concerning the Plan Is Included in the Solicitation Package.* Further information regarding the Plan, the Garlock Bankruptcy Case, Coltec Asbestos Claims, the Comprehensive Settlement resolving GST Asbestos Claims and Coltec Asbestos Claims, treatment of Class 5 Asbestos Claimants under the Plan, and other information is included in the Disclosure Statement and the Plan, included in the Solicitation Package provided with this Notice. Per the enclosed instructions, ballots for voting on the Plan must be submitted so that they are ***actually received*** by the Ballot Agent no later than **December 9, 2016**. A ballot received after December 9, 2016 will not be counted even if the accompanying envelope was postmarked with that date.

EXHIBIT 5

If You Worked Around Gaskets Packing, or Equipment Containing Asbestos

The Garlock and Coltec Bankruptcy Settlement May Affect Your Rights.

There is a bankruptcy involving claims about exposure to asbestos-containing gaskets, packing, and equipment. Garlock Sealing Technologies LLC, The Anchor Packing Company, and Garrison Litigation Management Group, Ltd., along with representatives of asbestos claimants, have filed a new plan of reorganization (the "Plan"). Coltec Industries Inc is also part of the Plan. If claimants approve the Plan, Coltec will merge with a company known as OldCo, LLC, and that company will file a bankruptcy case. Together, these companies are referred to as the "Debtors."

The gaskets and packing were used in places where steam, hot liquid, or acids moved through pipes, including industrial and maritime settings. The equipment included compressors, engines, pumps, transformers, and other equipment that may have had asbestos-containing components, such as gaskets or packing. The Coltec-related divisions or businesses that may have sold asbestos-containing products or equipment were Fairbanks Morse, Quincy Compressor, Central Moloney, Delavan, France Compressor, and Farnam.

Who Is Affected by the Bankruptcy Case?

Your rights may be affected if you:

- Worked with or around Garlock asbestos-containing gaskets or packing, Coltec equipment with asbestos components, or any other asbestos-containing product for which Debtors are responsible, or
- Have a claim now or in the future against the Debtors for asbestos-related disease caused by any person's exposure to asbestos-containing products.

Even if you have not yet been diagnosed with any disease or experienced any symptoms, your rights may be affected. The Court has appointed a Future Claimants' Representative ("FCR") to represent the rights of these future claimants.

What Does the Plan Provide?

The Plan is the result of a settlement agreement between the Debtors, the FCR, and committees representing asbestos claimants against Garlock and Coltec (the "Asbestos Claimants Committee"). The Plan will establish a Trust funded with \$480 million to pay asbestos claims against Garlock and

Coltec. **If the Plan is approved, all claims must be filed against the Trust. You will not be able to file claims against the Debtor or protected parties.** If you have claims only against Anchor, you are not expected to recover anything, as that company has no assets and will be dissolved.

The Plan replaces a different plan that was supported by the Debtors and FCR. The Plan provides more guaranteed funding for paying asbestos claims, and also pays claims against Coltec. The Asbestos Claimants Committee opposed the previous plan, but supports the Plan.

Who Can Vote on or Object to the Plan?

All identifiable asbestos claimants or their attorneys will receive the "Solicitation Package." This includes the Plan, Voting Ballot, and other information. You can vote on the Plan by providing certified information about your claim, or making a motion to vote as described in the Solicitation Package available online or by calling the toll-free number.

You will need to vote on the Plan by December 9, 2016. You may also object to the Plan and the adequacy of the FCR's representation of future claimants, but must do so by December 9, 2016.

Do I Have to File a Claim?

Certain deadlines for filing asbestos claims against Garlock have already passed. **If you have an asbestos claim against Coltec based on a disease diagnosed on or before August 1, 2014, you must cast a ballot before December 9, 2016, or else file a claim by March 24, 2017.** If you do not file a claim, you may lose your right to bring your Coltec claim against the Trust in the future. Individuals diagnosed with disease after August 1, 2014 do not have to file a claim at this time, but may be able to vote or object to the Plan. In addition, if you have already filed an asbestos claim against Garlock, you do not have to file a separate Coltec asbestos claim.

When Will the Court Decide on the Plan?

A hearing to consider confirmation of the Plan will begin at 10:00 a.m. ET on May 15, 2017, at the US Bankruptcy Court, Western District of North Carolina, 401 West Trade Street, Charlotte, NC 28202.

EXHIBIT 6

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

GARLOCK SEALING TECHNOLOGIES
LLC, et al.,

Debtors.¹

Case No. 10-BK-31607

Chapter 11

Jointly Administered

**NOTICE OF NON-SOLICITATION AND NON-VOTING STATUS FOR
MODIFIED JOINT PLAN OF REORGANIZATION OF GARLOCK
SEALING TECHNOLOGIES LLC ET AL. AND OLD CO, LLC,
SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC**

**TO CREDITORS AND PARTIES IN INTEREST OF OLD CO, LLC (“COLTEC”),
SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC:**

PLEASE TAKE NOTICE that on July 29, 2016, the debtors and debtors-in-possession in the jointly administered chapter 11 cases of *In re Garlock Sealing Technologies LLC*, *In re Garrison Litigation Management Group, Ltd.* and *In re The Anchor Packing Company* (collectively, the “Garlock Debtors”) filed a Disclosure Statement (the “Disclosure Statement”) regarding the Modified Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (and modified June 21, 2016, July 29, 2016, and December 2, 2016) (as it may be further amended, supplemented or modified, the “Plan”).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that the Garlock Debtors, the Official Committee of Asbestos Personal Injury Claimants and the Future Asbestos Claimants’ Representative in the Garlock Debtors’ chapter 11 cases are plan proponents, as are Coltec Industries Inc², the Ad Hoc Coltec Future Asbestos Claimants’ Representative and the Ad Hoc Coltec Asbestos Claimants Committee.

¹ The debtors in these jointly administered cases are Garlock Sealing Technologies LLC, Garrison Litigation Management Group, Ltd., The Anchor Packing Company and OldCo, LLC, successor by merger to Coltec Industries Inc.

² Coltec Industries Inc includes, but is not limited to, its following predecessors or former divisions: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

PLEASE TAKE FURTHER NOTICE that, after notice and a hearing pursuant to Bankruptcy Code § 1125, the Bankruptcy Court approved the Disclosure Statement in the Garlock Debtors' chapter 11 cases as providing adequate information for Holders of Claims and Equity Interests to make a decision as to whether to vote to accept or to reject the Plan.

PLEASE TAKE FURTHER NOTICE that solicitation of the Plan was conducted by Coltec Industries Inc pursuant to section 1125(g) and 1126(b) of the Bankruptcy Code and Bankruptcy Rule 3018(b) with respect to Coltec, which became a successor by merger to Coltec Industries Inc as of December 31, 2016.

PLEASE TAKE FURTHER NOTICE that on January 30, 2017, Coltec filed its voluntary petition under chapter 11 of the Bankruptcy Code, filed (among other documents) the Plan and the Disclosure Statement in its chapter 11 case and has moved the Bankruptcy Court to approve the Disclosure Statement in its chapter 11 case.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has ordered that Coltec's chapter 11 case be jointly administered with the Garlock Debtors' chapter 11 cases.

PLEASE TAKE FURTHER NOTICE that a joint hearing to consider approval of the Disclosure Statement in the Coltec chapter 11 case and confirmation of the Plan in these jointly administered cases will commence on May 15, 2017, beginning at 10:00 a.m. ET.

Class 1 – Priority Claims

If your Claim is in Class 1, you shall be paid the allowed amount of your allowed priority claim on the distribution date either (a) in full, in cash or (b) upon such other less favorable terms as may be mutually agreed upon between you and the Reorganized Debtors. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 2 – Secured Claims

If your Claim is in Class 2, your Claim is not impaired and you are not entitled to vote. If your Class 2 Claim is an allowed Non-Tax Secured Claim subject to the provisions of Bankruptcy Code §§ 502(b) and 506(d) and the terms of the Plan, you shall, at the option of the Reorganized Debtors, receive treatment according to the following alternatives:

- (i) The Plan will leave unaltered the legal, equitable and contractual rights to which you are entitled,
- (ii) The Reorganized Debtors shall pay your allowed Secured Claim in full on the effective date or as soon thereafter as reasonably practicable, or
- (iii) The Reorganized Debtors shall provide such other treatment as is agreed to in writing between the Debtors or the Reorganized Debtors and the holders of such allowed Secured Claim.

If your Class 2 Claim is an allowed Secured Tax Claim, except to the extent you agree with the debtors or Reorganized Debtors to a different treatment, you shall receive

100% of the unpaid amount of such allowed Secured Tax Claim in cash from the Reorganized Debtors on the distribution date. Pursuant to section 1124 of the Bankruptcy Code, Class 2 Claims are in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, if your Claim is a Class 2 Claim, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 3 – Workers’ Compensation Claims

If your Claim is a Class 3 Claim, your Claim shall be reinstated and shall have all legal, equitable, contractual rights to which you are entitled. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 4 – Intercompany Claims

If your Claim is a Class 4 Claim, your Claim is preserved by the Plan, except for certain Intercompany Claims that are expressly resolved, released, and extinguished by the Holders thereof pursuant to the Plan. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan and are not entitled to vote.

Class 6 – GST General Unsecured Claims

If your Claim is in Class 6, your Claim if allowed, shall be paid the allowed amount of the Claim on the distribution date. Such payment shall be:

- (i) In full, in cash, plus post-petition interest at the federal judgment rate in effect on the petition date, or**
- (ii) Upon such other less favorable terms as may be mutually agreed upon between the holder of an allowed GST General Unsecured Claim and the Debtors or Reorganized Debtors.**

Post-petition interest shall accrue from the petition date through the date of payment. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 7 – Coltec General Unsecured Claims

If your Claim is in Class 7, your Claim will be reinstated and shall have all legal, equitable, and contractual rights to which such Coltec General Unsecured Claim entitles you. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 8 – Anchor Claims

If your Claim is a Class 8 Claim, you shall be entitled to assert such Claim against Anchor in accordance with the provisions of article 14 of chapter 55 of the North Carolina Business Corporation Act. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 10 – Other Equity Interests

If you are a holder of an equity interest in Class 10 you shall retain your equity interest unaltered by the Plan. Pursuant to section 1124 of the Bankruptcy Code, your equity interest is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

This the __ day of February, 2017.

/s/ Daniel G. Clodfelter

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Proposed Counsel to OldCo, LLC, Debtor and Debtor-in-Possession

/s/ David M. Schilli

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Proposed Special Corporate and Litigation Counsel to OldCo, LLC, Debtor and Debtor-in-Possession

EXHIBIT 7

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

GARLOCK SEALING TECHNOLOGIES
LLC, et al.,

Debtors.¹

Case No. 10-BK-31607

Chapter 11

Jointly Administered

**NOTICE OF COMBINED HEARING ON CONFIRMATION OF MODIFIED JOINT
PLAN OF REORGANIZATION OF GARLOCK SEALING TECHNOLOGIES LLC ET
AL. AND OLDSCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC,
AND APPROVAL OF RELATED DISCLOSURE STATEMENT**

**TO CREDITORS AND PARTIES IN INTEREST OF OLDSCO, LLC (“COLTEC”),
SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC:**

PLEASE TAKE NOTICE that on July 29, 2016, the debtors and debtors-in-possession in the jointly administered chapter 11 cases of *In re Garlock Sealing Technologies LLC*, *In re Garrison Litigation Management Group, Ltd.* and *In re The Anchor Packing Company* (collectively, the “Garlock Debtors”) filed a Disclosure Statement (the “Disclosure Statement”) regarding the Modified Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (and modified June 21, 2016, July 29, 2016, and December 2, 2016) (as it may be further amended, supplemented or modified, the “Plan”).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that the Garlock Debtors, the Official Committee of Asbestos Personal Injury Claimants and the Future Asbestos Claimants’ Representative in the Garlock Debtors’ chapter 11 cases are plan proponents, as are Coltec Industries Inc², the Ad Hoc Coltec Future Asbestos Claimants’ Representative and the Ad Hoc Coltec Asbestos Claimants Committee.

¹ The debtors in these jointly administered cases are Garlock Sealing Technologies LLC, Garrison Litigation Management Group, Ltd., The Anchor Packing Company, and OldCo, LLC, successor by merger to Coltec Industries Inc.

² Coltec Industries Inc includes, but is not limited to, its following predecessors or former divisions: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

PLEASE TAKE FURTHER NOTICE that, after notice and a hearing pursuant to Bankruptcy Code § 1125, the Bankruptcy Court approved the Disclosure Statement in the Garlock Debtors' chapter 11 cases as providing adequate information for Holders of Claims and Equity Interests to make a decision as to whether to vote to accept or to reject the Plan.

PLEASE TAKE FURTHER NOTICE that solicitation of the Plan was conducted by Coltec Industries Inc pursuant to section 1125(g) and 1126(b) of the Bankruptcy Code and Bankruptcy Rule 3018(b) with respect to Coltec, which became a successor by merger to Coltec Industries Inc as of December 31, 2016.

PLEASE TAKE FURTHER NOTICE that on January 30, 2017, Coltec filed its voluntary petition under chapter 11 of the Bankruptcy Code, filed (among other documents) the Plan and the Disclosure Statement in its chapter 11 case and has moved the Bankruptcy Court to approve the Disclosure Statement in its chapter 11 case.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has ordered that Coltec's chapter 11 case be jointly administered with the Garlock Debtors' chapter 11 cases.

PLEASE TAKE FURTHER NOTICE that the Plan for which confirmation is sought provides, among other things, for the issuance of a permanent injunction pursuant to section 524(g) of the Bankruptcy Code that channels all Asbestos Claims against Debtors and the Asbestos Protected Parties (as defined in the Plan) to an Asbestos Trust for resolution and (if eligible) payment. The Plan also provides for the granting of other injunctions described in Article 8 of the Plan.

The Asbestos Protected Parties that would be protected by the injunction are defined in the Plan and include Debtors, Reorganized Debtors, any current or former Affiliate of the Debtors or Reorganized Debtors (including the entities specified on Exhibit D in the exhibit book with the Plan), Coltec Industries Inc's former divisions and their successor entities, the asbestos insurance entities listed on or added to Exhibit E in the exhibit book with the Plan, and other entities specified in the Plan.

The claims that are discharged by the Plan, the injunctions that are granted as part of the Plan, and the claims that are released under the Plan are described in Article 8 of the Plan. You should read the Plan and the Disclosure Statement for a more complete discussion of how the injunctions will operate and may affect your rights. You may need to consult your attorney.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court also has entered an Order Approving Disclosure Statement and Establishing Confirmation Procedures in the Garlock Debtors' chapter 11 cases (the "Garlock Confirmation Procedures Order") and an Order Approving Solicitation and Confirmation Procedures and Schedule for Confirmation of the Joint Plan (the "Coltec Confirmation Procedures Order," and together with the Garlock Confirmation Procedures Order, the "Confirmation Procedures Orders") in the Coltec chapter 11 case. The Confirmation Procedures Orders establish procedures for Holders of Claims and Interests in certain Classes to vote to accept or to reject the Plan.

**COMBINED DISCLOSURE STATEMENT AND CONFIRMATION HEARING DATE
AND OBJECTION DEADLINE**

PLEASE TAKE FURTHER NOTICE that:

A combined hearing to consider approval of the Disclosure Statement in the Coltec chapter 11 case and confirmation of the Plan in these jointly administered cases (the “Confirmation Hearing”) will commence on May 15, 2017, at 10:00 a.m., prevailing Eastern time, before the Honorable Craig Whitley, United States Bankruptcy Judge, United States Bankruptcy Court for the Western District of North Carolina, 401 W. Trade St., Charlotte, North Carolina. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and providing written notice to parties that have filed objections to confirmation or other motions for relief.

In accordance with the Coltec Confirmation Procedures Order, **a Confirmation Hearing Package** (as defined in that Order) accompanies this notice. Certain creditors of Coltec that were not entitled to vote on the Plan, or whose vote was not otherwise solicited by the Debtors, should receive a copy of the Confirmation Hearing Package, including a Coltec Notice of Non-Voting Status (as that term is used in the Coltec Confirmation Procedures Order).

Responses and objections, if any, to the approval of the Disclosure Statement in the Coltec Bankruptcy Case or confirmation of the Plan in these jointly administered cases or any of the other relief sought by Coltec in connection with confirmation of the Plan, must (a) describe the nature and amount of the objector’s Claim or Equity Interest, (b) state with particularity the legal and factual grounds for the response or objection, and (c) if applicable, provide the specific text that the objecting party believes to be appropriate to insert into the Disclosure Statement or the Plan in order to cure its alleged deficiency.

Any such responses or objections must be filed with the Bankruptcy Court and served in a manner so as to be **actually received** no later than **March 24, 2017** (the “Objection Deadline”) by the Notice Parties (defined below). The following parties are the “Notice Parties”:

Debtors:	GARLOCK SEALING TECHNOLOGIES LLC c/o Elizabeth Barry, Chief Restructuring Officer 349 West Commercial St., Ste 3050 East Rochester, NY 14445
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<p>With a copy to:</p>	<p>RAYBURN COOPER & DURHAM, PA 227 West Trade Street, Suite 1200 Charlotte, North Carolina 28202 Telephone: (704) 334-0891 Attn: John R. Miller, Jr.</p> <p>and</p> <p>PARKER POE ADAMS & BERNSTEIN, LLP Three Wells Fargo Center 401 South Tryon Street, Suite 3000 Charlotte, NC 28202 Telephone: (704) 335-9054 Attn: Daniel G. Clodfelter</p> <p>and</p> <p>ROBINSON BRADSHAW & HINSON, P.A. 101 North Tryon Street, Suite 1900 Charlotte, North Carolina 28246 Telephone: (704) 377-2536 Attn: David M. Schilli</p>
<p>Asbestos Claimants Committee:</p>	<p>CAPLIN & DRYSDALE, CHARTERED One Thomas Circle N.W., Suite 1100 Washington, DC 20005 Telephone: (202) 862-5000 Attn: Trevor W. Swett, III</p> <p>and</p> <p>MOON WRIGHT & HOUSTON, PLLC 227 West Trade Street, Suite 1800 Charlotte, NC 28202 Telephone: (704) 944-6560 Attn: Travis W. Moon</p>
<p>Future Asbestos Claimants' Representative</p>	<p>GRIER FURR & CRISP, PA 101 North Tryon Street, Suite 1240 Charlotte, NC 28246 Telephone: (704) 375-3720 Attn: Joseph W. Grier, III</p>

With a copy to:	ORRICK HERRINGTON & SUTCLIFFE, LLP Columbia Center 1152 15th Street, N.W. Washington, DC 20005 Telephone: (202) 339-8400 Attn: Jonathan P. Guy
Unsecured Creditors Committee in the Garlock Debtors' chapter 11 cases:	FSB FISHERBROYLES, LLP 6000 Fairview Road, Suite 1200 Charlotte, NC 28210 Telephone: (704) 464-6954 Attn: Deborah L. Fletcher

Objections not timely filed and served in accordance with the provisions of this notice shall not be heard and shall be overruled.

This the ___ day of February, 2017.

/s/ Daniel G. Clodfelter

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Proposed Special Corporate and Litigation Counsel to OldCo, LLC, Debtor and Debtor-in-Possession

EXHIBIT 8

ATTENTION PERSONS WHO HOLD CLAIMS AGAINST GARLOCK SEALING TECHNOLOGIES LLC AND/OR AGAINST COLTEC INDUSTRIES INC:

SOLICITATION OF APPROVAL OF THE PLAN AND THE VOTING PROCEDURES SET FORTH BELOW APPLY NOT ONLY WITH RESPECT TO THE THREE DEBTORS, GARLOCK SEALING TECHNOLOGIES LLC; GARRISON LITIGATION MANAGEMENT GROUP, LTD.; AND THE ANCHOR PACKING COMPANY, IN THE BELOW-CAPTIONED BANKRUPTCY CASE, BUT ALSO APPLY TO COLTEC INDUSTRIES INC WITH RESPECT TO A NEW ENTITY NAMED OLDCO, LLC (WHICH WILL BE A SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC) PRIOR TO ITS FILING OF A VOLUNTARY PETITION UNDER CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE.

ACCORDINGLY, THESE VOTING PROCEDURES CALL FOR PERSONS WHO HOLD ASBESTOS CLAIMS AGAINST GARLOCK SEALING TECHNOLOGIES AND/OR AGAINST COLTEC INDUSTRIES INC TO VOTE TO ACCEPT OR REJECT THE PLAN, EVEN THOUGH NO CHAPTER 11 CASE HAS YET BEEN COMMENCED FOR OLDCO, LLC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE: GARLOCK SEALING TECHNOLOGIES LLC, et al., Debtors. ¹	Case No. 10-BK-31607 Chapter 11 Jointly Administered
IN RE: OLDCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC, Debtor.	Case No. [Not yet filed] Chapter 11 [Joint Administration To Be Requested]

SOLICITATION AND VOTING PROCEDURES

¹ The debtors in these jointly administered cases are Garlock Sealing Technologies LLC; Garrison Litigation Management Group, Ltd.; and The Anchor Packing Company.

FOR THE JOINT PLAN OF REORGANIZATION OF GARLOCK SEALING TECHNOLOGIES LLC, ET AL. AND OLD CO, LLC, PROPOSED SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC, DATED MAY 20, 2016

The following Solicitation and Voting Procedures (the “**Voting Procedures**”), entered in connection with the Court’s Order Approving Disclosure Statement and Establishing Procedures for Solicitation for the Joint Plan (the “**Order**” or “**Confirmation Procedures Order**”), govern the distribution of solicitation materials with respect to the Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (as it may be from time to time amended, supplemented or modified, the “**Plan**”) and other procedures relating to solicitation. Capitalized terms used herein shall have the meanings defined herein, in the Order, or the Plan. Ballots and voting instructions to be used in connection with these Voting Procedures are attached hereto.

These Voting Procedures apply to Asbestos Claims, which includes GST Asbestos Claims and Coltec Asbestos Claims; and, accordingly, apply to Claimants who hold a GST Asbestos Claim and/or a Coltec Asbestos Claim. As detailed below, each Asbestos Claimant needs to vote only once and shall have only one vote allowed whether or not he/she holds both a GST Asbestos Claim and a Coltec Asbestos Claim.

1. **Summary of Solicitation and Confirmation Schedule:** The below lists the various deadlines and events of the solicitation and confirmation process outlined herein:

<u>Event</u>	<u>Date</u>
Voting Record Date	July 1, 2016
Solicitation Distribution Date	August 22, 2016
Voting Deadline	December 9, 2016
Deadline for GST Creditors Confirmation Objections	December 9, 2016

Claimant Motions for Temporary Allowance for Voting Purposes	December 9, 2016
Responses to Claimant Motions for Temporary Allowance	December 30, 2016
Deadline for Balloting Agent's Certification of Ballots & Notice of Disqualified Ballots	December 30, 2016
OldCo, LLC – Anticipated Petition Date	January 31, 2017
OldCo, LLC – Anticipated First Day Motion Hearing	February 1, 2017
OldCo, LLC – Bar Date; OldCo Creditors Confirmation Objections	March 24, 2017
Confirmation Hearing & OldCo Discl. Statement Approval	May 15, 2017

2. **Purposes of Solicitation:** Under the terms of the Plan, Class 5 (Asbestos Claims) and Class 9 (GST/Garrison Equity Interests) are the only classes of Claims or Equity Interests impaired by the Plan. The purpose of this solicitation is to determine whether these classes of Claims or Equity Interests accept or reject the Plan and, with respect to holders of Asbestos Claims, whether 75% or more of those who vote accept the Plan.

3. **Previously Established Bar Dates—Effect of Prior Ballots as Satisfying Bar Date:** By prior orders, the Bankruptcy Court fixed September 30, 2014, as the bar date for filing proofs of claim for Settled GST Asbestos Claims (Docket No. 3854, entered July 9, 2014), and October 6, 2015, as the bar date for filing proofs of claim for some (but not all) current unliquidated GST Asbestos Claims (Docket No. 4542, entered April 10, 2015). Notwithstanding the voting process for the new Plan, the previously ordered bar dates for the submission of proofs of claim remain operative, subject to the Bankruptcy Court's power to grant relief therefrom.

In 2015, the Debtors solicited ballots with respect to a previous plan, under a voting deadline of October 6, 2015. Under the governing order, ballots certified and submitted by Claimants or their attorneys on or before that previous voting deadline satisfied the bar date for current unliquidated GST Asbestos Claims (Docket No. 4542). The previous plan has been superseded, however, by the Plan now proposed. Asbestos Claimants wishing to vote on the new Plan must therefore submit new ballots by the December 9, 2016 Voting Deadline established by these Voting Procedures ordered by the Bankruptcy Court.

4. **Notice Program:** Debtors will give notice of the Confirmation Hearing and the opportunity to obtain a Solicitation Package through the notice program (the “**Notice**”

Program”) developed by Kinsella Media, which includes three basic components: (1) direct notice to known Claimants through mailing, including, for Asbestos Claimants, mailing to such Asbestos Claimants’ attorneys; (2) broad national and local published notice through national and local paid print and broadcasts; and (3) direct notice to third-party entities and organizations likely to have contact with Asbestos Claimants.

5. Availability of the Solicitation Package on the Internet or from the Balloting Agent:

The contents of the Solicitation Package will be available via the internet at a URL to be designated in the final forms of notice. Any person will be able to obtain a copy of the Solicitation Package in portable document format (.pdf) at no cost. In addition, any Entity asserting that it is an interested party may request a Solicitation Package from the Balloting Agent and the Balloting Agent will send a Solicitation Package to the requesting Entity. The Balloting Agent is authorized to send the Solicitation Package to all such requesting Entities via email, first-class mail, or overnight courier.

6. Distribution of Solicitation Packages to Asbestos Claimants:

As described in the Plan, Class 5 Asbestos Claims consist of GST Asbestos Claims and Coltec Asbestos Claims. The Balloting Agent will cause the Solicitation Packages to be served on Asbestos Claimants as follows:

a. GST Asbestos Claims:

i. GST Asbestos Claimants Known to Debtors:

- (a) If a proof of claim or previous ballot has been filed by or on behalf of a GST Asbestos Claimant (whether a liquidated or unliquidated GST Asbestos Claim), service will be made via first-class mail at the address contained in the proof of claim or previous ballot, unless a notice of change of address was filed after the proof of claim or previous ballot was filed and before the Voting Record Date, then service will be made at that address.
- (b) If a GST Asbestos Claim is listed in Debtors’ schedules and no proof of claim was required to be filed for the Claim by any previously entered bar date order, service will be made via first-class mail at the address identified in Debtors’ schedules.
- (c) If a proof of claim has not been filed on behalf of a GST Asbestos Claimant whose Claim is not set forth in Debtors’ schedules, service will be made via first class mail to the attorney who, based on the Garrison Asbestos Claims Database, the Mesothelioma Claim Questionnaire, or verified statements filed pursuant to Bankruptcy Rule 2019, represents a GST Asbestos Claimant, such Claimant at the attorney’s known address, or to the Claimant directly via first class mail if the Claimant is not represented by an attorney and the Claimant’s address is known to Debtors through the Garrison Asbestos Claims Database, the Mesothelioma Claim

Questionnaire, or verified statements filed pursuant to Bankruptcy Rule 2019.

- ii. **GST Asbestos Claims Not Known to Debtors:** GST Asbestos Claimants whose Claims are not known to Debtors may receive notice of the Plan and Disclosure Statement through the Notice Program or other means. GST Asbestos Claimants may obtain Solicitation Packages as provided in **Section 5** above.
 - b. **Coltec Asbestos Claims:**
 - i. **Coltec Asbestos Claims Known to Debtors:** For Coltec Asbestos Claimants whose Claims are identified as open in the Garrison Asbestos Claims Database, service will be made via first class mail to the attorney who, according to the Garrison Asbestos Claims Database, represents such Coltec Asbestos Claimant at the attorney's known address, or to the Claimant directly via first class mail if the Claimant is not represented by an attorney and the Claimant's address is recorded in the Garrison Asbestos Claims Database.
 - ii. **Coltec Asbestos Claims Not Known to Debtors:** Coltec Asbestos Claimants who are not known to Debtors may receive notice of the Plan and Disclosure Statement through the Notice Program or other means. Claimants may obtain Solicitation Packages as provided in **Section 5** above.
 - c. **Service on Attorneys:** If an attorney or law firm represents more than one Asbestos Claimant, the Balloting Agent will cause one Solicitation Package to be served upon such attorney or law firm with a list of the Asbestos Claimants believed to be represented by that attorney or law firm. If an attorney receives a Solicitation Package and wishes to transmit Solicitation Packages directly to his/her clients, such attorney shall, no later than **September 30, 2016**, give the Balloting Agent a written request for a specified number of Solicitation Packages and individual Ballots. Such requests must be sent to the Balloting Agent at its address listed in **Section 10.a** below. The Balloting Agent shall mail the Solicitation Packages and Ballots so requested by first-class mail to the attorney no later than **October 28, 2016**.
 - d. **Service on Indirect Claimants:** Debtors will serve a Solicitation Package on potential Indirect Claimants via first-class mail.
- 7. Other Provisions for Distribution of Solicitation Packages and Related Notices:**
- a. **Distribution of Solicitation Packages to Other Parties:** The Balloting Agent will cause a Solicitation Package to be served upon parties in interest as well as other third parties pursuant to the Notice Program.

- b. **Determination of Claimants of Record/Assigned Claims:** Except as otherwise provided for herein, appropriate Solicitation Packages will be served upon the Claimants of record as of **July 1, 2016**, and the Debtors will have no obligation to cause a Solicitation Package to be served upon any subsequent Claimant (as evidenced by any notice of assignment of such Claim entered on the Bankruptcy Court's docket or official claims register maintained by Rust/Omni or that only becomes effective after the Voting Record Date or otherwise).

The assignee of a transferred and assigned Claim (whether filed or scheduled) shall be permitted to vote such Claim only if the transfer and assignment has been noted on the Bankruptcy Court's docket or official claims register and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on **July 1, 2016**.

- c. **Solicitation Distribution Date:** The Balloting Agent will cause Solicitation Packages to be distributed, as outlined above, on or before the Solicitation Distribution Date, **August 22, 2016**.
- d. **Distribution of Notification of Non-Solicitation and Non-Voting Status:** The Balloting Agent will cause a Solicitation Package and a Notification of Non-Solicitation and Non-Voting Status (in hard-copy form) to be served upon Priority Claimants (Class 1), Secured Claimants (Class 2), Workers' Compensation Claimants (Class 3), Intercompany Claimants (Class 4), GST General Unsecured Claimants (Class 6), Anchor Claimants (Class 8), and Other Debtor Equity Interests Holders (Class 10).

8. Completion of Ballots and Eligibility to Vote:

- a. **Voting Eligibility:** Asbestos Claims in Class 5 are deemed temporarily allowed for voting purposes if the Holders of Asbestos Claims submit a Ballot properly completed and certified by such Holder or his or her attorney on or before December 9, 2016, in accordance with these Voting Procedures. Holders of GST/Garrison Equity Interests in Class 9 are eligible to vote on the Plan.

Attorneys who represent multiple Asbestos Claimants may vote using the master ballots approved by the Court and attached to these Voting Procedures.

- b. **Special Procedures for Temporary Allowance for Voting Purposes of Asbestos Claimants:** As provided in the Order, Asbestos Claimants will be temporarily allowed, for voting purposes only, if the Claimant (or Claimant's attorney) submits a Ballot by the Voting Deadline and certifies, under penalty of perjury, that the following matters are true and correct to the best of such Claimant's (or such Claimant's attorney's) knowledge, information, and reasonable belief:
- i. the Claimant is an Asbestos Claimant (as defined in the Plan) whose Claim has not been dismissed with prejudice, has not been settled and paid, and is not known to be time-barred;

- ii. the person upon whose injury the Asbestos Claim is based (the “**Injured Party**”) was diagnosed with malignant mesothelioma, or lung cancer, colo-rectal cancer, laryngeal cancer, esophageal cancer, pharyngeal cancer, stomach cancer, severe asbestosis, disabling asbestosis, or non-disabling asbestosis (all such diseases other than mesothelioma being referred to hereafter as “**Other Diseases**”), based on, or as evidenced in, medical records or similar documentation in the possession of the Claimant, his/her attorney, or the physician of the Claimant or Injured Party;
 - iii. the Injured Party, as indicated in the individual ballot or master ballot exhibit, was exposed to asbestos released from asbestos-containing gaskets or packing manufactured, produced, fabricated, distributed, supplied, marketed, included as a component part, or sold by Garlock or Coltec (“**Asbestos Exposure**”);²
 - iv. if the Claimant asserts that his/her Claim has been liquidated by settlement or judgment, the Claimant (or his or her attorney) must certify that the Claim has been liquidated by settlement or judgment and provide the asserted liquidated amount; and
 - v. if these certifications are made by the Claimant’s attorney, the attorney is authorized by such Claimant to vote on the Plan on his/her behalf, and to represent that the Injured Party has (or, if deceased, had) the disease noted on the ballot and Asbestos Exposure.
- c. **Claimants Unable to Make Certifications for Temporary Allowance:** Any Asbestos Claimant who cannot, by the Voting Deadline, make these certifications shall not be eligible to vote on the Plan unless (i) such Claimant files a motion for temporary allowance of his/her Claim for voting purposes pursuant to **Section 8.e.** below and (ii) the Court grants such motion for temporary allowance.
- d. **Defendants in Asbestos Lawsuits:** Notwithstanding any language to the contrary in these Voting Procedures and the Order, no Entity named as a defendant in asbestos litigation shall be eligible to vote on the Plan unless (i) such Entity has filed a proof of claim in the form of Official Bankruptcy Form No. 410 on or before any applicable bar date; (ii) such Entity files a motion for temporary allowance of its Claim for voting purposes pursuant to **Section 8.e.** below; and (iii) the Court grants such motion for temporary allowance.
- e. **Motions for Temporary Allowance of Claims:** Any motion for temporary allowance of Asbestos Claims for voting purposes must be filed no later than

² For purposes of the certification required by **Section 8.b.iii.** above, the term “**Coltec**” includes, but is not limited to, the following predecessors or former divisions of Coltec Industries Inc: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

December 9, 2016, and any such Claimant who does not move for temporary allowance by that time shall be deemed to have waived his/her right to vote on the Plan. All parties' rights to object to such Claim and to such motion for temporary allowance for voting purposes have been preserved by order of the Court. If the Court enters an order, after temporary allowance proceedings pursuant to **Section 11.b.** below granting a Claimant's motion for temporary allowance, the Claimant will be entitled to submit a ballot in the amount and by the deadline specified by such order and such ballot, if completed and signed in accordance with such order and the Voting Procedures, will be treated as timely, and the Balloting Agent will count or tabulate such ballot, even if such ballot is submitted after the Voting Deadline.

9. Coltec Asbestos Claims Bar Date:

- a. In connection with the Plan and after commencing its bankruptcy case, Coltec will seek a bar date requiring Coltec Asbestos Claimants to file a proof of claim on or before **March 24, 2017** (the "**Coltec Asbestos Claim Bar Date**"). If the Bankruptcy Court grants Coltec's request, Coltec Asbestos Claimants will be required to file a proof of claim on or before the Coltec Asbestos Claims Bar Date if such Claim is based on an asbestos-related disease that was diagnosed on or before August 1, 2014, for which a lawsuit against any defendant or a claim against any asbestos trust was filed on or before August 1, 2014, unless the Claimant or his/her attorney (i) submitted by October 6, 2015, a proof of claim or ballot (or a master ballot was submitted on such Claimant's behalf by such date) on account of a GST Asbestos Claim in connection with the now-superseded Second Amended Plan;³ or (ii) submitted by the December 9, 2016 Voting Deadline a ballot (or a master ballot was submitted on such Claimant's behalf by the Voting Deadline) on the Plan now proposed. Such timely ballots and master ballots cast with respect to the Plan now proposed will be treated as a proof of claim for purposes of the Coltec Asbestos Claim Bar Date.
- b. If the Bankruptcy Court grants Coltec's request, such proofs of claim, unless a proof of claim is not required by **Section 9.a.** or **ii.**, must be received by the Balloting Agent at the address in **Section 10** on or before the Coltec Asbestos Claim Bar Date.
- c. Even if the Bankruptcy Court grants a motion for temporary allowance of a Coltec Asbestos Claim for voting purposes, in accordance with **Section 8.e.** above, the Holder of such Coltec Asbestos Claim, or such Holder's attorney, will still be required to file a Ballot with the Balloting Agent at the address in **Section 10.a.** below on or before the deadline specified in the order granting the motion in order to have the Ballot treated as a proof of claim and thereby preserve such Coltec Asbestos Claim.

³ Pursuant to the GST Asbestos Claims Bar Date Order, ballots and master ballots properly completed and certified by Asbestos Claimants or their attorneys and submitted by October 6, 2015 are treated as proofs of claim.

10. Return of Ballots and Filing of Proofs of Claim:

- a. **Place to Send Completed Ballots or Proofs of Claim:** All Ballots and Proofs of Claim should be returned to the Balloting Agent by first-class mail or courier to the following address:

Garlock Sealing Technologies LLC, et al.
c/o Rust Consulting/Omni Bankruptcy
Attn: Balloting Agent
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367

- b. **Deadline for Receiving Completed Ballots:**

i. All Ballots must be *actually received* by the Balloting Agent by the Voting Deadline. Ballots received after the Voting Deadline will not be counted. The Balloting Agent will NOT accept Ballots submitted by facsimile transmission or electronic means.

ii. The Balloting Agent will date-stamp all Ballots it receives.

- c. **Public Access/Maintenance of Ballots:** The Balloting Agent shall post on its website all Ballots received, after redacting telephone numbers and any information required to be redacted by Federal Rule of Bankruptcy Procedure 9037.

11. Tabulation of Ballots — Determination of Amount of Claims Voted: With respect to the tabulation of Ballots for Asbestos Claims, the amount to be used to tabulate acceptance or rejection is as follows:

- a. **Temporarily Allowed Amounts:** Asbestos Claimants who submit, or have submitted on their behalf, individual or master ballots by the Voting Deadline and are eligible to vote will have their Claims temporarily allowed for voting purposes in the following amounts:

i. for unliquidated Asbestos Claims, \$10,000 for Claims based on mesothelioma and \$1 for any of the Other Diseases; and

ii. for liquidated Asbestos Claims, the liquidated amount of the Claim.

- b. **Claimants Specifying More Than One Disease:** Unliquidated Asbestos Claims based on specification by Asbestos Claimants of more than one disease shall be temporarily allowed for voting purposes based on a single disease, provided, however, the amount of such temporarily allowed Claim shall be the greatest amount permitted by **Section 11.a.** for the diseases specified by the Claimant.

12. Tabulation of Ballots — Ballots Excluded:

- a. A Ballot may not be counted if any of the following, without limitation, applies:
 - i. The Claimant whose Claim is voted in the Ballot is not eligible to vote, including because the Claimant did not file a proof of claim before an applicable bar date and is not relieved of that bar by the Bankruptcy Court.
 - ii. The Ballot is not ***actually received*** by the Balloting Agent in the manner set forth herein by the Voting Deadline.
 - iii. The Ballot is returned to the Balloting Agent indicating acceptance or rejection of the Plan but is not completed in accordance with the Ballot's instructions. The failure to complete a Ballot includes the failure to provide certifications, without modification or qualification, required by the Ballot's instructions.
 - iv. The Ballot is received after the Voting Deadline.
 - v. The Ballot is illegible or contains insufficient information to conclude that the Ballot was completed in accordance with the Ballot's instructions, including if the Claimant fails to specify a claimed disease.
 - vi. The Ballot lacks an original signature.
 - vii. The Ballot is transmitted to the Balloting Agent by facsimile, electronic transmission, or other unauthorized means.
- b. **Notice to Parties of Disqualified Ballots:** The Balloting Agent shall, no later than **December 30, 2016**, notify any affected Claimant, the Debtors, the Asbestos Claimants Committee, and the FCR of any ballot, master ballot, or portion of a master ballot that the Balloting Agent has declined to count or tabulate for any reason and identify the reason that the Balloting Agent has declined to count or tabulate such ballot or master ballot. Any decision of the Balloting Agent not to count or tabulate any ballot, master ballot, or portion of a master ballot shall be reviewable by the Court on motion served on the Debtors, the FCR, and the Asbestos Claimants Committee.

13. Tabulation of Ballots — General Voting Procedures and Standard Assumptions:

In addition to the foregoing, the following voting procedures and standard assumptions will be used in tabulating Ballots:

- a. A Claimant may not split his, her, or its vote. Accordingly, (a) each Asbestos Claimant shall have a single vote within Class 5, (b) the full amount of all such Claimant's Claims (calculated in accordance with these Voting Procedures) within the class shall be deemed to have been voted, and (c) any Ballot that partially rejects and partially accepts the Plan shall not be counted.

- b. All Asbestos Claims based on a particular Injured Party's injury shall have a single vote within Class 5.
- c. If multiple Ballots are received on or prior to the Voting Deadline on account of the same Claim, the last valid Ballot that is received by the Balloting Agent by the Voting Deadline will be the Ballot that is counted. In the event multiple conflicting Ballots are received on account of the same Claim or Equity Interest on the same day, such Ballots will be disregarded.
- d. There shall be a rebuttable presumption that any Claimant who submits a properly completed Ballot by the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such Claimant's previous acceptance or rejection of the Plan.
- e. A Ballot that is completed, but on which the Claimant did not note whether to accept or reject the Plan, shall not be counted as a vote to accept or reject the Plan.
- f. Separate Asbestos Claims filed against multiple Debtors on account of the same underlying product or conduct shall be deemed, collectively, to be one Claim for voting purposes.
- g. Where a Claimant chooses to both accept and reject the Plan on the same Ballot, such Ballot shall not be counted as a vote to accept or reject the Plan.

14. Definitions:

- a. **"Asbestos Claimant"** shall mean the Holder of an Asbestos Claim.
- b. **"Asbestos Claims"** shall mean any and all GST Asbestos Claims and Coltec Asbestos Claims.
- c. **"Asbestos Claimants Committee"** shall have the meaning set forth in the Plan.
- d. **"Ballot"** means, with respect to a Claim or Equity Interest, the Ballot and Voting Instructions for the Plan approved by the Bankruptcy Court to cast a vote to accept or reject the Plan, including the approved form of master ballot for Class 5 Asbestos Claims. Ballots for the Claimants and Equity Interest Holders being solicited are attached to these Voting Procedures.
- e. **"Balloting Agent"** means Rust Consulting/Omni Bankruptcy, authorized Balloting Agent appointed by the Bankruptcy Court.
- f. **"Bankruptcy Court"** means the United States Bankruptcy Court for the Western District of North Carolina.
- g. **"Coltec"** means Coltec Industries Inc prior to the Coltec Restructuring described in the Plan and means OldCo, LLC, proposed successor by merger to Coltec

Industries Inc. For purposes of Ballot certifications regarding asbestos exposures from Coltec products, the term “**Coltec**” includes, but is not limited to, the predecessors or former divisions named in **footnote 2** of these Voting Procedures.

- h. “**Coltec Asbestos Claim**” has the meaning set forth in the Plan.
- i. “**Coltec Asbestos Claim Bar Date**” has the meaning set forth in **Section 9** above.
- j. “**Confirmation Hearing**” means the hearing on the confirmation of the Plan, as such hearing may be adjourned from time to time.
- k. “**Confirmation Hearing Notice**” means Exhibit 3 to the Order.
- l. “**Disclosure Statement**” means the disclosure statement in connection with the Plan, as approved by the Bankruptcy Court in the Order.
- m. “**FCR**” shall have the meaning set forth in the Plan.
- n. “**Garrison Asbestos Claims Database**” means the asbestos claims database prepared by Debtor Garrison as of June 1, 2016.
- o. “**GST Asbestos Claim**” has the meaning set forth in the Plan.
- p. “**GST Asbestos Claims Bar Date Order**” means the Order Approving Disclosure Statement and Establishing Asbestos Claims Bar Date and Procedures for Solicitation (Docket No 4542), entered on April 10, 2015, the order the Court entered requiring the filing of proofs of claim for certain GST Asbestos Claims.
- q. “**GST Settled Claim Bar Date Order**” means the Order on Debtors’ Motion to Establish Bar Date for Settled Asbestos Claims and Related Relief (Docket No. 3854), entered on July 9, 2014, the order the Court entered requiring the filing of proofs of claim for Settled GST Asbestos Claims.
- r. “**Indirect Claimant**” shall mean the holder of a claim that is asserted as a third-party indemnification, contribution, subrogation or similar claim by an entity that has paid an asbestos claimant on account of a GST Asbestos Claim or a Coltec Asbestos Claim.
- s. “**Mesothelioma Claim Questionnaire**” means the questionnaire distributed pursuant to the Order Authorizing the Debtors to Issue Questionnaire to Holders of Pending Mesothelioma Claims and Governing the Confidentiality of Information Provided in Responses (Docket No. 1390).
- t. “**Notification of Non-Solicitation and Non-Voting Status**” means that certain notice indicating that certain Claims and Equity Interest Holders are not entitled to vote to accept or reject the Plan and are not being solicited for any purpose to accept or reject the Plan, attached as Exhibit 4 to the Order.

- u. **“Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants”** means that certain notice identifying and explaining that the Plan is simultaneously soliciting Holders of Claims Equity Interest Holders of now-filed Debtors and at the same time soliciting Coltec Asbestos Claimants to approve the Plan prior to Coltec’s petition for relief, attached as Exhibit 5 to the Order.
- v. **“Order”** (or **“Confirmation Procedures Order”**) means the Order Approving Disclosure Statement and Establishing Confirmation Procedures.
- w. **“Plan Documents”** means the Plan, the Disclosure Statement, and any and all exhibits to the Plan or Disclosure Statement.
- x. **“Solicitation Package”** means, and will consist of, all of the following:
 - i. a CD-ROM containing:
 - 1) Confirmation Procedures Order (without exhibits)
 - 2) Disclosure Statement
 - 3) Disclosure Statement Exhibits (with the Plan attached as an exhibit)
 - 4) Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants
 - 5) Voting Procedures
 - 6) Ballots & Master Ballot Exhibit Template
 - 7) Official Bankruptcy Form No. 410
 - ii. a paper copy of the Confirmation Hearing Notice and Notice of Simultaneous Solicitation of GST Asbestos Claimants and Coltec Asbestos Claimants
 - iii. statements of support for the Plan by the Asbestos Claimants Committee and the FCR
 - iv. pre-addressed return envelope
 - v. any other materials ordered by the Bankruptcy Court to be included
- y. **“Voting Deadline”** means December 9, 2016.

EXHIBIT B



NOTICE PROGRAM

In re Garlock Sealing Technologies, LLC

Chapter 11
Case Number 10-BK-31607

United States Bankruptcy Court for the
Western District of North Carolina,
Charlotte Division

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(Listed by DMA and top circulating newspaper)

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Exhibit H – Overview

FIRM OVERVIEW

Kinsella Media, LLC (“KM”) is a nationally recognized legal notice firm located in Washington, D.C. KM specializes in the design and implementation of notice programs that reach unnamed class members in matters such as consumer protection and antitrust and claimants in bankruptcy and mass tort litigation.

KM has developed and directed some of the most expansive notice programs ever undertaken in the fields of antitrust, bankruptcy, consumer fraud, mass tort, and product liability. The cases have spanned a broad spectrum of products, including asbestos, breast implants, home siding and roofing, infant formula, pharmaceuticals, polybutylene plumbing, and tobacco. The firm has developed or consulted on over 900 notice programs and has placed over \$380 million in paid media.

In particular, KM specializes in assisting bankruptcy courts in cases that include mass tort claimants such as individuals with asbestos disease and breast implant claims. Among those cases, are: *In re Armstrong World Industries, Inc.*, No. 00-4471 (Bankr. D. Del.), *In re Dow Corning*, No. 95-20512 (Bankr. E.D. Mich.), *In re Johns-Manville Corp.*, 68 B.R. 618, 626 (Bankr. S.D.N.Y.), *In re Owens Corning*, No. 00-03837 (Bankr. D. Del.), and *In re W.R. Grace & Co.*, No. 01-01139 (Bankr. D. Del.). KM implemented the Second Amended Plan Confirmation Procedures in the instant case in 2015.

KM develops advertisements, press releases, websites, and other notice materials that inform claimants of their legal rights and obligations in a clear and simple manner. The firm ensures all notice materials are written in plain language. KM also employs industry-recognized tools of media measurement to maximize the reach and frequency of notice among claimants.

CASE BACKGROUND:
SITUATION ANALYSIS

This Notice Program is submitted in connection with Debtors' Motion for the Entry of an Order Approving Solicitation and Confirmation Procedures and Schedule for Confirmation of the Joint Plan in *In Re Garlock Sealing Technologies, LLC*, Chapter 11, Case No. 10-BK-31607 in the United States Bankruptcy Court for the Western District of North Carolina, Charlotte Division.

The Notice Program is substantially similar to the one in connection with the Second Amended Plan Confirmation Procedures. The Court previously approved the program, which gave due process notice to claimants.

Like the previously approved program, the Notice Program is targeted to Personal Injury Asbestos Claimants ("Asbestos Claimants") who may have certain claims against Garlock Sealing Technologies LLC ("Garlock") and its affiliates, in the United States, its territories, and its commonwealths, and Canada and Coltec Industries Inc ("Coltec"), which will be merged into an entity known as OldCo, LLC that will be the debtor in a prepackaged plan of reorganization. Together, these companies are referred to as the "Debtors." The purpose of the Notice Program is to outline procedures to provide fair and adequate notice to the Asbestos Claimants.

Also like the previously approved program, this Notice Program is consistent with notice programs KM designed and implemented in other asbestos bankruptcies and class actions, all of which have received court approval. In developing the Notice Program, KM relied on information provided by the Debtors and their experts, on research previously conducted in other asbestos litigation, and on its experience in executing similar plans.

CASE BACKGROUND: **MANUFACTURING HISTORY & PRODUCTS**

Based on information provided by the Debtors for the purpose of developing this Notice Program, the following chronological outline has been constructed regarding the relevant manufacturing history of Garlock and Coltec. This information is not intended to be the basis for any admission of liability. It is solely to assist in the notification of persons in specific occupational fields and geographic locations about the types of asbestos-containing products produced and distributed by Garlock and Coltec, and the time periods and locations where exposure may have occurred.

GARLOCK

The Debtors, Garlock Sealing Technologies LLC (a North Carolina limited liability company) and The Anchor Packing Company and Garrison Litigation Management Group, Ltd. (North Carolina corporations), are indirect, wholly-owned subsidiaries of EnPro Industries, Inc., a Charlotte-headquartered manufacturer of engineered industrial products.

Garlock's asbestos litigation principally involves two asbestos-containing sealing products: compressed asbestos sheet gaskets and asbestos packing. Asbestos gaskets were used to seal pipes and equipment in Navy, other marine, refinery, and other industrial applications – involving elevated temperatures and a corrosive environment. Beginning at least as early as 1907, Garlock produced and sold encapsulated asbestos-containing gaskets and packing. Garlock discontinued the manufacture of asbestos-containing gaskets in 2000. Its last asbestos-containing gasket sale is believed to have been in early 2001. Garlock believes its last such packing sale was in approximately 1982.

Compressed asbestos gaskets were manufactured in sheets and reached the consumer in one of two forms: (1) sheet gasket material that often came in rolls out of which the purchaser cut gaskets to size and (2) pre-cut gaskets that the purchaser ordered to requested sizes and shapes either directly from Garlock or from a gasket supply company that engaged in custom gasket cutting. Packing is braided yarn that is wrapped around the shafts of valves and other equipment to prevent leaks.

In 1970, the Occupational Safety and Health Administration ("OSHA") started regulating asbestos exposure in the workplace. In 1973 and 1975, the Environmental Protection Agency and in 1977, the Consumer Product Safety Commission banned various asbestos products. Because of this regulatory activity, new friable asbestos insulation products disappeared from the market by the mid-1970s. Old friable asbestos products remained in the market creating potential exposure well beyond the 1970s.

Although asbestos insulation was banned, the regulatory activity of the 1970s did not restrict the sale and use of asbestos gaskets and packing. Further, OSHA exempted encapsulated products from its labeling requirement. Still, by 1977, Garlock had voluntarily placed the OSHA warning on all its asbestos products. In the 1980s, Garlock developed substitutes for asbestos-containing gaskets and packing. By 1982, Garlock found suitable replacements for asbestos packing in nearly all applications. By 2001, Garlock had found substitutes for most industrial applications of asbestos gaskets and discontinued manufacturing them.

Garlock has been an asbestos defendant for 35 years. Since 1975, plaintiffs' firms have named Garlock in approximately 900,000 asbestos cases, and Garlock has paid approximately \$1.37 billion to plaintiffs.

COLTEC

Coltec was incorporated on March 12, 1976 as Colt Industries Pennsylvania Corporation, a Pennsylvania corporation. On May 6, 1976, Colt Industries Pennsylvania Corporation was renamed Colt Industries Inc. Colt Industries Inc then changed its name to Coltec Industries Inc on May 3, 1990. Coltec merged with Runway Acquisition Corporation, a subsidiary of Goodrich Corporation (“Goodrich”) on July 12, 1999 and survived as a wholly owned subsidiary of Goodrich. EnPro was incorporated on January 11, 2002 as a wholly owned subsidiary of Goodrich and the sole parent entity of Coltec. On May 31, 2002, the shares of EnPro were distributed to the shareholders of Goodrich and EnPro became a separate public company, with Coltec continuing as its direct, wholly-owned subsidiary through the date hereof. Coltec’s headquarters is in Charlotte, North Carolina.

Some of the businesses operated by Coltec and its predecessors, apart from Garlock, manufactured equipment with asbestos-containing components, principally gaskets and packing, made by other companies. These Coltec businesses often, though not exclusively, used components manufactured by Garlock. As a result, since approximately 1992, these Coltec businesses have received tens of thousands of Asbestos Claims by individuals alleging personal injuries caused by exposure to asbestos-containing components in Coltec’s products. Claimants who sued Coltec businesses generally also sued Garlock. Although Coltec has paid approximately \$7.9 million to defend these claims, Coltec has never paid any money to settle an asbestos personal injury claim. Claimants routinely agreed to dismiss claims against Coltec without payment when they reached settlements with Garlock.

Coltec’s involvement with asbestos-containing products occurred through the following business units or entities:

- *Fairbanks Morse* – plaintiffs alleged exposure to asbestos from components, principally gaskets, in engines and locomotives.
- *Fairbanks Morse Pump* – plaintiffs alleged exposure to asbestos from components in pumps, principally gaskets and packing.
- *Quincy Compressor* – plaintiffs alleged exposure to asbestos from components in compressors, principally gaskets.
- *Central Moloney* – plaintiffs alleged that transformers contained asbestos gaskets.
- *France Compressor* – plaintiffs alleged exposure to asbestos from components in compressors.¹
- *Delavan* – plaintiffs alleged contact with equipment that had asbestos-containing components.
- *Farnam* – plaintiffs alleged distributed asbestos-containing products, including gaskets, or manufactured asbestos-containing gaskets.

¹ Garrison believes the various entities or businesses known as France Compressor made parts for compressors, not compressors, and never marketed or manufactured any asbestos-containing products at all.

NOTICE PROGRAM OVERVIEW: **PROGRAM COMPONENTS**

The Notice Program employs three primary methods to provide notice in the United States and Canada:

- **DIRECT NOTICE:** Mailed notice directly through attorneys to all identifiable Asbestos Claimants represented by counsel whose names and addresses have been determined by the Debtors (or to claimants directly if not represented by counsel).
- **PAID MEDIA NOTICE:** Broad national and local notice through the use of national and local paid and earned media.
- **THIRD-PARTY NOTICE:** Notice by direct mail to third-parties that are likely to have contact with Asbestos Claimants.

The proposed Notice Program takes into consideration information provided by the Debtors as well as research conducted by KM as follows:

- The asbestos-related business and products of Garlock and Coltec.
- The demographics of Asbestos Claimants – age, gender, occupation, and the like.
- The media vehicles through which Asbestos Claimants typically receive information.
- The likely geographic concentration of Asbestos Claimants based on identifiable areas where Debtors' asbestos-containing products were manufactured or used.
- Third-party organizations that may have contact with Asbestos Claimants including occupationally-related trade or professional associations and organizations whose membership may include individuals with asbestos personal injuries.

NOTICE PROGRAM OVERVIEW: **DIRECT NOTICE**

DIRECT NOTICE TO CLAIMANTS

The Solicitation Package consisting of the Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, proposed successor by merger to Coltec Industries Inc (the “Plan”), the Disclosure Statement, and other documents described in the Voting Procedures will be mailed to:

- Counsel of record for all identifiable Asbestos Claimants (or claimants directly if not represented by counsel); and
- All individuals who call the toll-free telephone number or write and request a copy of the Solicitation Package from the Official Claims Agent.

Individuals with access to the Internet can view copies of the Solicitation Package directly on the Garlock Chapter 11 website, as well as the website provided specifically for Asbestos Claimants (“Notice Website”) to which they are directed by the media notice.

DIRECT NOTICE TO THIRD-PARTIES

The Publication Notice (Exhibit A) with a cover letter (Exhibit B) will be sent to the following third-parties requesting cooperation in notifying their retired members:

- The chief executive officers of trade unions whose membership has been identified as having occupational exposure asbestos-containing products will be asked to include information about the Debtors’ Motion for the Entry of an Order Approving Solicitation and Confirmation Procedures and Schedule in their union publications that reach retirees (Exhibit C):

American Federation of Labor-Congress of Industrial Organizations
Atlantic Independent Union
Glass, Molders, Pottery, Plastics & Allied Workers International Union
Industrial Union of Marine and Shipbuilding Workers of America
International Association of Heat and Frost Insulators and Allied Workers
International Association of Machinists and Aerospace Workers
International Association of Bridge, Structural, Ornamental and Reinforcing Iron Workers
International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers & Helpers
International Brotherhood of Electrical Workers
International Chemical Workers Union
International Longshore and Warehouse Workers Union
International Union of Painters and Allied Trade
International Union of Bricklayers and Allied Craftworkers

International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers
International Union of Operating Engineers
International Union, United Automobile, Aerospace and Agricultural Implement Workers of America
Laborers' International Union of North America
Marine Engineers Beneficial Association
Seafarers International Union of North America
Operative Plasterers' and Cement Masons' International Association
Paper, Allied-Industrial, Chemical and Energy Workers International Union
Service Employees International Union
Sheet Metal Workers International Association
Teamsters
United Association: Union of Plumbers, Fitters, Welders, and HVAC Service Techs
UNITE HERE
United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada
United Brotherhood of Carpenters and Joiners of America
United Steelworkers
United Union of Roofers, Waterproofers & Allied Workers
Utility Workers Union of America
Workers United

UNITED STATES ADVERTISING TARGET AUDIENCE: SELECTION METHODOLOGY

In developing the Notice Program, KM used information provided by the Debtors relating to their manufacture of asbestos-containing products and asbestos claims history. KM was provided with:

- Extensive briefings by counsel to the Debtors regarding the asbestos history of Garlock.
- The “Information Brief of Garlock Sealing Technologies LLC.”
- Information on Garlock asbestos-containing products and Coltec products with asbestos-containing components.
- Statistics regarding age and gender of past and current asbestos personal injury claimants.
- Information regarding occupations and industries where Garlock products were used.
- The manufacturing locations for Garlock asbestos-containing products and Coltec products with asbestos-containing components.

In addition to the above, KM relied on research previously conducted in other asbestos-related cases with respect to the history of asbestos usage in the United States; occupations most likely to have asbestos exposure; types and usage of asbestos products; types of asbestos health injuries; and the like.

For the purpose of designing the paid media segment of the Notice Program, KM selected demographics that encompass the characteristics of the target audiences. Media vehicles were then analyzed and selected for their strength and efficiency in reaching the demographic targets.

For the purpose of developing profiles of the demographics and media habits of Asbestos Claimants, KM analyzed syndicated data available from the GfK MRI’s *2015 Doublebase Study*². GfK MRI is the leading U.S. supplier of multimedia audience research. As a nationally accredited research firm, it provides information concerning magazines, television, radio, Internet and other media to leading

² Since 1979, GfK MRI’s *Survey of the American Consumer* has conducted detailed polling of a large sample of U.S. adults about the media they see and hear and about the products they use. Participants in the survey are identified by age, occupation, income, education, and by where they live, among other things. They are asked what magazines and newspapers they read, what TV shows and cable channels they watch, and are asked questions about Internet access and radio formats. Survey data indicate the brands and products they use from among 500 categories and 6,000 consumer brands. The data from this survey is used by media practitioners industry-wide to characterize media and product users by demographics and to account for and compare the size and make-up of media audiences. The *Doublebase Study* consists of two years of *Survey of the American Consumer* data.

national advertisers and over 450 advertising agencies – including 90 of the top 100 in the U.S. GfK MRI's nationally-syndicated data is widely used by these companies as the basis for the majority of the media and marketing plans written for advertised brands in the U.S.

Specifically, GfK MRI presents a single-source measurement of major media, products, services, and in depth consumer demographic and lifestyle characteristics. GfK MRI provides data on media usage, audience composition, and other relevant factors pertaining to all major media types as well as the readership of print vehicles.

KM analyzed and considered the historical, industrial, demographic, and geographic information cited above to determine the most appropriate target audience(s).

TARGET AUDIENCES: **DEMOGRAPHICS**

Since all media is purchased based on demographics, it is important to determine age, gender, and other demographic characteristics in order to design a media-based notice program to adequately reach the Asbestos Claimants.

Historically, men who were occupationally exposed to asbestos over a protracted period of time during the 1930s up until the mid-1970s filed the vast majority of asbestos claims. Latency periods for asbestos-related diseases differ and can extend for decades after exposure. The latency period for asbestosis and lung cancer is a minimum of 15 years with an average of 20 to 25 years. Pleural and peritoneal mesotheliomas have a minimum latency period of 15 years with an average of 30 to 40 years. It is difficult to pinpoint when, or if, an exposure will result in an illness.

KM reviewed Garlock claims data from 2014 with date of birth information to establish the age range of Asbestos Claimants. A review of this claims data indicates that the vast majority of Asbestos Claimants who have claims filed through 2012 are 65 years of age and older.

Age information was included in about 32% of the approximately 696,123 claims. Based on this data, it is estimated that approximately 98.1% percent of the individuals who filed claims currently would be 65 years of age and older as illustrated by the following chart:

CLAIMS	34-49	50-64	65-74	75-84	84-95	96-104	105+
223,006	0.03%	1.86%	10.68%	25.93%	40.90%	18.37%	2.23%

KM also considered the identifiable time periods that Garlock asbestos-containing products were used in the marketplace and when they were eliminated.³

Based on these considerations and the fact that claims are based on occupational exposure to asbestos and asbestos-containing products, the primary target is men aged 65 years of age and older (“Men 65+”) who are blue collar workers in, among other things, industrial and construction-related occupations where high-temperature asbestos insulation and other asbestos-containing products were used.

Although the Notice Program is designed to primarily reach Men 65+, the communications and media vehicles selected will also provide significant reach of a secondary target of adults 65 years of age and older (“Adults 65+”), a tertiary target of adults 45 years of age and older (“Adults 45+”), and a quaternary target of adults 35 years of age and older (“Adults 35+”) in order to ensure comprehensive notice to younger individuals who could potentially be Asbestos Claimants entitled to participate in the bankruptcy proceedings.

³ It is understood that birthdate information generally is not available for claimants against the Coltec-related businesses, but given the overlap between Coltec and Garlock claims and the general characteristics of asbestos litigation, there is no reason to expect a materially different age distribution.

TARGET AUDIENCES

While characteristics such as occupation were considered for directional purposes, a broader age and gender target is required for purposes of buying and measuring media. KM examined the demographics of affected claimants and selected the following target audiences:

- **Primary Target – Men 65+**
- **Secondary Target – Adults 65+**
- **Tertiary Target – Adults 45+**
- **Quaternary Target – Adults 35+**

TARGET AUDIENCES: **MEDIA USAGE**

Individuals spend varying amounts of time with different media. Certain demographic groups may be heavy consumers, light consumers, or non-users of a particular medium. For example, GfK MRI data shows that individuals who are less educated are likely to be heavy television viewers and light newspaper readers. Conversely, educated individuals are more likely to be heavy newspaper readers and light television viewers.

KM focuses on media types used most often by the target audiences. To examine the media habits of the target audiences, KM compares the target audience's media usage to that of the average adult 18 years of age and older ("Adults 18+") in usage quintiles reported by GfK MRI. The study ranks respondents based on their amount of exposure to a medium and divides them into five equal-sized groups ("quintiles") from heaviest usage (1) to lightest usage (5).

The media usage of the target audience in each quintile is expressed as an index. An index of 100 is the average adult's usage of a particular medium. Therefore, an index above 100 indicates a heavier usage of the medium than the average adult, and an index below 100 indicates a lighter usage of the medium than the average adult.

The target audiences' top two quintiles (heaviest and next heaviest usage) for each type of media are:

MEDIA	ADULTS 18+	MEN 65+	ADULTS 65+	ADULTS 45+	ADULTS 35+
Magazine					
Quintile 1	100	85	78	96	97
Quintile 2	100	99	99	103	103
Newspaper					
Quintile 1	100	215	213	149	126
Quintile 2	100	81	84	98	100
Radio					
Quintile 1	100	66	68	93	97
Quintile 2	100	80	70	92	98
Television					
Quintile 1	100	189	188	135	118
Quintile 2	100	125	127	116	110
Internet					
Quintile 1	100	34	32	64	75
Quintile 2	100	59	53	81	89

These data indicate the target audiences' media consumption habits:

- Men 65+ and Adults 65+ are:
 - Heavy television viewers and newspaper readers,
 - Slightly less than average magazine readers, and
 - Light radio and Internet users.

- Adults 45+ are:
 - Average to above-average television viewers and newspaper readers,
 - Average magazine readers, and
 - Light radio and Internet users.

- Adults 35+ are:
 - Average to above-average television viewers and newspaper readers,
 - Average magazine readers and radio users, and
 - Light Internet users.

TARGET AUDIENCES:
GEOGRAPHIC CONSIDERATIONS

In developing the Notice Program, consideration was given to identifiable areas where Garlock's or Coltec's asbestos-containing products were manufactured as well as potentially used. Information from the Debtors indicate that:

- The vast majority of Garlock's asbestos-containing sealing products were designed, manufactured, and sold by its facilities in Sodus, New York and Palmyra, New York, formerly known as Garlock Mechanical Sealing Division, and now known as Garlock Sealing Technologies.
- The following current or former Coltec divisions manufactured in the following respective locations products that may have contained asbestos or some component containing asbestos: Fairbanks Morse Engine, Beloit, Wisconsin; Fairbanks Morse Pump, Kansas City, Kansas; Quincy Compressor, Quincy, Illinois, Bay Minette, Alabama; Farnam, Necedah, Wisconsin, Lyons, Illinois, Camden, New Jersey; Delavan, West Des Moines, Iowa, Carroll, Iowa, Bamberg, South Carolina, Lexington, Tennessee; Central Moloney, Pine Bluff, Arkansas.

In addition, consideration was given to identifiable areas where asbestos-containing products were widely used including:

- Oil refineries, steel mills, and shipbuilding sites where asbestos and asbestos-containing products were used during the 1940s through the 1970s.

PAID MEDIA PLACEMENTS: PLACEMENT OVERVIEW

The core of the Notice Program is paid media, which includes television as the primary notice vehicle, supported by national newspaper supplements, national consumer magazines, asbestos legal publications, online media, and local newspapers targeted to key areas selected on the geographic criteria previously cited.

For the purpose of evaluating the strength and efficiency of the media, the selected media was measured against the demographic targets to establish the *reach*⁴ of the media program and the *frequency*⁵ of exposure to the media vehicles.

The following list provides a brief summary of KM's recommended media placements. More detailed information about each placement and its applicability to the target audience in this case appears on pages 19-31 of the plan.

BROADCAST MEDIA

National Network & Cable Television

PRINT PUBLICATIONS

Newspaper Supplements

- *American Profile*
- *Parade*

Consumer Magazines

- *AARP Bulletin*
- *American Legion*
- *National Geographic*
- *People*
- *Reader's Digest*
- *VFW*

Local Newspapers

- *142 Local Sunday Newspapers*, which include:
- *Geneva Finger Lakes Times*
- *Rochester Democrat and Chronicle*
- *Sodus Sun and Record*
- *Times of Wayne County*
- *Wayne Post*
- *Wisconsin State Journal*
- *Quincy Herald-Whig*
- *Beloit Daily News*
- *Kansas City Kansan*
- *Baldwin Times*

- *Juneau County Star-Times*
- *Cook County Chronicle*
- *Camden Courier Press*
- *Des Moines County News*
- *Carroll Daily Times Herald*
- *Orangeburg Times & Democrat*
- *Lexington Progress*
- *Pine Bluff Commercial*

U.S. Territories & Possessions

- *El Nuevo Dia*
- *El Vocero*
- *Pacific Daily News*
- *Primera Hora*
- *Samoa News*
- *St. Croix Avis*
- *St. Johns Trade Winds*
- *Virgin Islands Daily News*

Legal Publications

- *Harris Martin's Asbestos Report*
- *Mealey's Asbestos Litigation Report*

ONLINE MEDIA

Internet Banner Ads

- Advertising.com Network
- Facebook.com
- Specific Media
- Weather.com
- Xaxis
- Yahoo! Network

⁴ *Reach* is the estimated number of different people exposed to a specific vehicle or combination of vehicles. It can be expressed as a whole number or percentage of the total population.

⁵ *Frequency* is the estimated average number of opportunities an audience member has to see the notice.

PAID MEDIA PLACEMENTS: **TELEVISION**

Television has the ability to reach a target audience with an immediate and accessible message. The combination of audio and visual message delivery increases the message impact. Viewers can quickly ascertain if the message is important and if so, decide to respond.

The Notice Program calls for notice to be aired throughout the day in different programs to reach the highest number of viewers. Television advertisements will be aired across channels and programs targeting Men 65+. A combination of broadcast (ABC and CBS) and cable networks will be used. The television script is attached as Exhibit A.



The television buy consists of:

- An estimated 280 Gross Rating Points (“GRPs”)⁶ to air over a three to four week time period, generating an estimated 57,784,300 gross impressions⁷ against Men 65+.

This activity level will generate an estimated:









- 129,431,500 gross impressions against Adults 65+
- 254,249,300 gross impressions against Adults 45+
- 223,382,000 gross impressions against Adults 35+

Cable networks may include all or some of the following depending upon availability at the time media is purchased:

NETWORK	SUMMARY
	AMC is a cable network which includes programming such as favorite films from every genre and decade as well as original series such as <i>"Mad Men," "Breaking Bad," "The Walking Dead," "The Killing,"</i> and <i>"Hell on Wheels."</i>
	Programming on History Channel covers a wide range of historical periods and topics. Subjects are varied and include warfare, inventions, aviation, and conspiracy theories. Programming also includes mainstream reality television-style shows.

⁶ Gross Rating Points (GRPs) are the sum of all the ratings for a specific audience delivered by a given media vehicle in a schedule. A rating is the percentage of households or persons in the target who have been exposed to the media vehicles in the schedule. One GRP equals 1% of a given target population.

⁷ Gross impressions are the duplicated sum of audiences to the media vehicle containing the notice.

	Cable News Network (CNN) provides 24-hour coverage of breaking news. Original programming offers a blend of debate and in-depth analysis of current events.
	Fox News Channel (FXNC) is a 24-hour general news service covering breaking news as well as political, business, and entertainment news.
	Fox Business Network (FBN) programming covers business and financial news. Daily shows include <i>"Mornings with Maria,"</i> <i>"Varney & Co"</i> and <i>"Lou Dobbs Tonight."</i>
	The Golf Channel offers in-depth coverage of more than 100 tournaments including the PGA Tour, Champions Tour, Nationwide Tour, LPGA, and PGA Tour of Australia.
	Headline News (HLN) focuses on the "must-see, must-share" stories of the day. Drawing upon the network's deep bench of talent, HLN dissects and demystifies the news stories and newsmakers people are talking about.
	American Heroes Channel (formerly Military Channel) brings real-world stories of heroism, military strategy, technological breakthroughs, and turning points in history. The network takes viewers "behind the lines" to hear the personal stories of servicemen and servicewomen.
	MSNBC features a full schedule of live news coverage, political analysis, and award-winning documentary programming. High-profile anchors provide in-depth interviews and analysis of the day's events.
	Sundance TV (formerly known as Sundance Channel) airs documentaries, independent feature films, short films, world cinema and original programs such as <i>"The Writers' Room"</i> and <i>"Deutschland 83."</i>
	The Weather Channel is a national cable TV network that produces continuous, 24-hour national, regional, and local weather-related video programming.

PAID MEDIA PLACEMENTS: **NEWSPAPER SUPPLEMENTS**

American Profile and *Parade* are newspaper supplements that are inserted into weekend or Sunday editions of newspapers nationwide. These magazines, printed on newsprint, contain articles written for broad, general appeal and encourage readership through brevity. Issues are typically fewer than 30 pages. For this Notice Program, KM selected newspaper supplements because of their cost-effective reach of the target audiences.

American Profile appears in 975 papers and *Parade* appears in 624 papers. There is a small amount of overlap, as some papers carry more than one supplement, so these numbers are not cumulative. *Parade* reaches every major media market in the country. The selected supplements provide coverage in all 50 states and the District of Columbia. A list of the newspapers into which the selected supplements are inserted is attached as Exhibit D.

KM selected the following newspaper supplement placement:



- An M-page ad (5.75" x 9.125") once in *American Profile* with an estimated circulation of 6,000,000.
- *American Profile* is published weekly and is a rural-focused newspaper supplement. The magazine provides content on the people, places, and experiences of hometowns across the country.
- Men 65+ and Adults 65+ are more likely than the average adult to live in C & D Counties. *American Profile* is distributed primarily in C & D counties.⁸

⁸ A Counties, as defined by A.C. Nielsen Company ("Nielsen"), are all counties belonging to the 25 largest metropolitan areas. These metro areas correspond to the Metropolitan Statistical Area and include the largest cities and consolidated areas in the United States. B Counties, as defined by Nielsen, are all counties not included under A that have either a population greater than 150,000 or are in a metro area with a population greater than 150,000 according to the latest census. C Counties, as defined by Nielsen, are all counties not included under A or B that either have a population greater than 40,000 or are in a metro area with a population greater than 40,000 according to the latest census. D Counties are, essentially, rural counties.

PARADE

- An M-page ad (6.25" x 9") once in *Parade* with an estimated circulation of 22,000,000.
- *Parade* is carried in the Sunday edition of 624 daily newspapers and is the highest circulating magazine in the world. Carrier newspapers serve major urban and suburban markets in the U.S.
- 32% of Men 65+ read an average issue of *Parade*.
- Adults 65+ are 56% more likely than the average adult to read an average issue of *Parade*.
- 72% of *Parade* readers are Adults 45+.
- 24% of Adults 35+ read an average issue of *Parade*.

PAID MEDIA PLACEMENTS: **CONSUMER MAGAZINES**

Most adults read one or more magazines during an average month and nearly three out of five adults read or look at a magazine daily. Heavy readers read 16 or more magazines per month. Weekly magazines quickly accumulate readership and provide timely and efficient notice to readers. KM chose the specific consumer magazines listed below because they are among the highest ranking in coverage of the target audiences.

KM selected the following consumer magazine placements:



- A two-thirds-page ad (5.75" x 10.5625") one time in *AARP Bulletin* with an estimated circulation of 22,000,000.
- *AARP Bulletin* is published 10 times a year, and contains news and feature coverage of items of interest to Americans 50 years of age and older.
- Men 65+ are three times more likely than the average adult to be *AARP Bulletin* readers.
- 37% of Adults 65+ read an average issue of *AARP Bulletin*.
- 92% of *AARP Bulletin* readers are Adults 45+.
- 95% of *AARP Bulletin* readers are Adults 35+.

THE AMERICAN LEGION

- A full-page black & white ad (7" x 10") one time in *American Legion* with an estimated circulation of 2,232,287.
- *American Legion* is published monthly and focuses on world events and national news analysis. It features articles on retirement, travel and leisure activities.
- *American Legion* is the highest-ranking publication in composition of Men 65+.
- Adults 65+ are 3 times more likely than the average adult to be *American Legion* readers.
- 82% of *American Legion* readers are Adults 45+.
- 92% of *American Legion* readers are Adults 35+.



- A full-page ad (5.75" x 9") one time in *National Geographic* with an estimated circulation of 3,100,000.
- *National Geographic* is published monthly and covers people and places internationally. Readers spend an average of 56 minutes with each issue.
- Men 65+ are 30% more likely than the average adult to be *National Geographic* readers.
- 20% of *National Geographic* readers are Adults 65+.
- 55% of *National Geographic* readers are Adults 45+.
- 69% of *National Geographic* readers are Adults 35+.



- A full-page ad (7" x 10") one time in *People* with an estimated circulation of 3,400,000.
- *People* is a weekly publication covering contemporary personalities in entertainment, politics, business, and other current events.
- 8% of Men 65+ read an average issue of *People*.
- 14% of Adults 65+ read an average issue of *People*.
- 53% of *People* readers are Adults 45+.
- 70% of *People* readers are Adults 35+.



- A full-page spread black & white ad (9.375" x 6.75" and 15.25" x 10.75") one time in *Reader's Digest* and *Reader's Digest* Large Edition with an estimated circulation of 3,300,000.
- *Reader's Digest* is compendium published 10 times a year of selected excerpts from other publications as well as original pieces.
- Men 65+ are 47% more likely than the average adult to be *Reader's Digest* readers.
- Adults 65+ are 72% more likely than the average adult to be *Reader's Digest* readers.
- 72% of *Reader's Digest* readers are Adults 45+.
- 84% of *Reader's Digest* readers are Adults 35+.



- A full-page black & white ad (7.25" x 9.75") one time in *VFW* with an estimated circulation of 1,214,977.
- *VFW* is published 10 times a year and covers veteran's rights, foreign affairs, volunteerism, and remembrance of military service abroad.
- *VFW* is the second highest-ranking publication in composition of Men 65+.
- Adults 65+ are 2.5 times more likely than the average adult to be *VFW* readers.
- Adults 45+ are 59% more likely than the average adult to be *VFW* readers.
- 92% of *VFW* readers are Adults 35+.

PAID MEDIA PLACEMENTS: **LEGAL PUBLICATIONS**

The Publication Notice will be placed in the following legal publications:



- A full-page ad (8.5" x 11") one time in *Harris Martin's Asbestos Report*.
- *Harris Martin's Asbestos Report* is a source for more complete asbestos-related litigation news.



- A full-page ad (6.25" x 9.25") one time in *Mealey's Litigation Report: Asbestos*.
- *Mealey's Litigation Report: Asbestos* is a twice-monthly report on litigation stemming from asbestos exposure.

PAID MEDIA PLACEMENTS:

LOCAL NEWSPAPERS

KM selected local newspapers for targeted notice to individuals who a) live or may have lived in areas near the manufacturing location of Garlock asbestos products and Coltec products that may have included some asbestos-containing components, and b) worked in oil refineries, steel mills, and shipbuilding sites where asbestos-containing products were used during the 1940s through the 1970s. A Summary Notice as a quarter-page ad will be directed to these potential Claimants.

These areas are likely to have potential Asbestos Claimants who may have been exposed to asbestos-containing products. The newspaper notice is included in the plan to provide additional opportunities for Asbestos Claimants to see the notice in geographic areas where it is known that significant asbestos products were manufactured or installed or significant asbestos exposure is alleged to have occurred. Although Americans are fairly mobile, blue-collar workers are less mobile than younger professional workers, and it is likely that many blue-collar workers, after retirement, could still reside in areas where they previously worked.

KM selected the following local newspaper placements:

- A 5" x 9.5" or equivalent size ad will be placed in the Sunday edition of the top circulating newspaper in each of the 124 DMAs identified in Exhibit E.
- A quarter-page ad will be placed in the following newspapers which provide coverage within Sodus and Palmyra, NY:
 - *Geneva Finger Lakes Times*
 - *Rochester Democrat and Chronicle*
 - *Sodus Sun and Record*
 - *Times of Wayne County*
 - *Wayne Post*
- A quarter-page ad will be placed in the following newspapers which provide coverage within Beloit, Wisconsin; Kansas City, Kansas; Quincy, Illinois; Bay Minette, Alabama; Necedah, Wisconsin; Lyons, Illinois; Camden, New Jersey; West Des Moines, Iowa; Carroll, Iowa; Bamberg, South Carolina; Lexington, Tennessee; and Pine Bluff, Arkansas:
 - *Quincy Herald-Whig*
 - *Beloit Daily News*
 - *Kansas City Kansan*
 - *Baldwin Times*
 - *Juneau County Star-Times*
 - *Cook County Chronicle*
 - *Camden Courier Press*
 - *Des Moines County News*
 - *Carroll Daily Times Herald*
 - *Orangeburg Times & Democrat*
 - *Lexington Progress*
 - *Pine Bluff Commercial*

PAID MEDIA PLACEMENTS:
PUBLICATIONS IN U.S. TERRITORIES & POSSESSIONS

To provide notice in U.S. territories and possessions, KM selected newspaper advertising. The Publication Notice will be translated, when necessary, and appropriately sized for placement in the following newspapers in U.S. territories and possessions:

U.S. TERRITORY/POSSESSION	NEWSPAPER	CIRCULATION
American Samoa	<i>Samoa News</i>	4,000
Guam	<i>Pacific Daily News</i>	30,000
Puerto Rico	<i>El Nuevo Dia</i>	250,000
Puerto Rico	<i>El Vocero</i>	140,000
Puerto Rico	<i>Primera Hora</i>	140,869
St. Croix (United States Virgin Islands)	<i>St. Croix Avis</i>	14,000
St. John (United States Virgin Islands)	<i>St. Johns Trade Winds</i>	2,400
St. Thomas (United States Virgin Islands)	<i>Virgin Islands Daily News</i>	13,000

PAID MEDIA PLACEMENTS:
TARGET AUDIENCE PRINT READERSHIP

Readership includes both primary readers and pass-along readers. Primary readers purchase a publication or are members of a household where the publication was purchased. Pass-along readers are those who read the publication outside the home, in places such as a doctor's office. The table below indicates the estimated number of readers in each of the target audiences of an average issue of the magazine or national newspaper:

PUBLICATION	INSERTIONS	MEN 65+	ADULTS 65+	ADULTS 45+	ADULTS 35+
<i>American Profile</i>	1	902,000	3,211,000	8,111,000	11,482,000
<i>Parade</i>	1	6,333,000	14,804,000	34,709,000	39,922,000
<i>AARP Bulletin</i>	1	8,316,000	16,632,000	27,359,000	28,222,000
<i>American Legion</i>	1	1,266,000	1,872,000	2,614,000	2,923,000
<i>National Geographic</i>	1	3,086,000	5,785,000	15,842,000	19,997,000
<i>People</i>	1	1,654,000	6,437,000	20,749,000	27,206,000
<i>Reader's Digest</i>	1	2,194,000	5,825,000	13,190,000	15,317,000
<i>VFW</i>	1	1,227,000	1,723,000	2,348,000	2,567,000

GfK MRI does not measure publications in the U.S. territories and possessions. Therefore, their contribution to the overall reach of the media is not calculated. Their inclusion in the Notice Program is still recommended, however, given the Asbestos Claimants here.

PAID MEDIA PLACEMENTS: **INTERNET ADVERTISING**

GfK MRI provides data on Internet usage by asking survey respondents about their online usage during the 30 days prior to the survey. Although not heavy users of the Internet, according to GfK MRI, 58.6% of Men 65+, 57.7% of Adults 65+, 75.0% of Adults 45+, and 79.4% of Adults 35+ used the Internet over a 30-day period.

Accordingly, KM included Internet advertising in the Notice Program in order to provide Asbestos Claimants, particularly those in the younger age range, with additional national notice opportunities beyond the broad-reaching print program. Internet advertising delivers an immediate message and allows the viewer of an advertisement to instantly click to a website for further information.

WEBSITE ADVERTISING

KM will place ads on broad-reaching advertising networks whose partner websites are likely to be visited by our target audiences. In addition, KM also selected a website whose visitors are highly comprised of the target audiences. (Delivery of Internet impressions to specific sites and categories within sites are subject to availability at the time KM purchases the media.) The banner advertisement is attached as Exhibit A.

An estimated 227,114,000 impressions will be placed on the following properties:

Advertising.com

- Advertising.com Network is a division of AOL Networks. Through its 40 owned and operated AOL properties as well as partner sites and networks, Advertising.com provides massive reach with over 596 million global unique visitors. A list of properties and websites in the Advertising.com network is attached as Exhibit F.



- Facebook.com is a free, global social networking website that helps people communicate with friends, family, and coworkers.



- Specific Media is an online media company consisting of premium sites that cover topics such as news, entertainment, and sports and recreation and enables advertisers to target audiences through advanced proprietary technologies across a premium network.



- Weather.com is a weather site that features current conditions and forecasts for over 98,000 locations worldwide, along with local and regional radars. Weather.com is consistently rated in the top 5 for news, entertainment, and information web sites by Media Metrix.



- Xaxis is a network that represents over 5,000 websites.



- Yahoo! is a leading Internet brand and a global online network of integrated services providing users with entertainment and other quality content. A list of properties and websites in the Yahoo branded advertising network is attached as Exhibit G.

PAID MEDIA PLACEMENTS:
UNITED STATES MEDIA DELIVERY

The paid media portion of the Notice Program provides Asbestos Claimants with multiple exposure opportunities to media vehicles carrying the Notice and delivers the following estimated reach and frequency measurements⁹ using the 2015 Fall GfK MRI Study and February 2016 comScore study:¹⁰

- An estimated 95.4% of Men 65+ will be reached with an average estimated frequency of 5.4 times. An estimated 18,900,000 Men 65+ will have an opportunity to see the Notice.
- An estimated 95.1% of Adults 65+ will be reached with an average estimated frequency of 5.3 times. An estimated 42,557,000 Adults 65+ will have an opportunity to see the Notice.
- An estimated 91.7% of Adults 45+ will be reached with an average estimated frequency of 4.1 times. An estimated 117,096,000 Adults 45+ will have an opportunity to see the Notice.
- An estimated 90.0% of Adults 35+ will be reached with an average estimated frequency of 4.0 times. An estimated 150,179,000 Adults 35+ will have an opportunity to see the Notice.

¹⁰ GfK Fall Study is based on GfK MRI's national Survey of the American Consumer, conducted since 1979, which surveys people 18 years of age and older in the contiguous 48 states. GfK MRI conducts more than 26,000 personal interviews with consumers in two waves (Fall and Spring) annually, each lasting six months and consisting of 13,000 interviews. Produced annually, the Spring Study consists of one full year of data drawn from two spring waves of survey respondents. Data is then combined with comScore, a source of Internet audience measurement for advertising agencies, publishers, marketers and financial analysts. ComScore measures Internet usage and other activity through monitoring software installed on the computers of a panel of approximately 2,000,000 people. Active in 170 countries, ComScore tracks more than three million unique websites to produce an unduplicated net reach of the designated audience.

CANADIAN ADVERTISING

Based upon briefings by Debtors' Counsel and Garlock employees involved in sales and marketing, it is our understanding the asbestos-containing products used in Canada were primarily manufactured in Canada, although some U.S.-produced products were shipped and distributed there. It is our further understanding that very few claims have been filed in the United States by Canadian claimants and that the Debtors maintain that remedies available to Canadian Asbestos Claimants preclude the filing of claims against the Debtors in Canada. Although the volume of claims that could be made by Canadian Asbestos Claimants would likely be minimal, Notice will be provided consistent with these understandings

SELECTION METHODOLOGY

To develop a profile of the demographics of potential Canadian Asbestos Claimants, KM analyzed syndicated data available from the *Spring 2015 2-Year Study*¹¹ available from the Print Measurement Bureau ("PMB").

PMB is Canada's leading data provider of national measurements for media usage, audience composition and other relevant factors pertaining to major media vehicles. PMB presents a single-source measurement of over 119 publications, consumer exposure to media, and consumer usage of over 2,500 products, services and brands, in-depth consumer demographic and lifestyle characteristics as well as specific readership of print vehicles.

As previously discussed, Men 65+ is the target audience. However, Canadian television is not measured for Men 65+ or Adults 65+. Therefore, the broader demographic of Men 50 years of age or older ("Men 50+") is the primary demographic target and Adults 50 years of age or older ("Adults 50+") is the secondary target.

The Canadian program includes television and newspapers.

TELEVISION

The Notice Program calls for Notice to be aired throughout the day in different programs to reach the highest number of viewers. Television advertisements will be aired across channels and programs targeting Men 50+. A combination of broadcast (CBC, CBC News, CTV, Global, SRC, RDI) and cable networks will be used.

KM selected:

- An estimated 206 GRPs to air over a three-week time period, generating an estimated 13,313,720 gross impressions against Men 50+.

¹¹ This study provides measurement of national consumer magazines and national newspapers.

The selected media will generate an estimated 30,502,000 gross impressions against Adults 50+.

NEWSPAPERS

To provide supplemental national coverage, newspaper advertising will include ads in two national newspapers. The ads placed in the following newspapers will be equivalent in size to a standard quarter-page ad and will be placed on the highest circulation day.

KM selected the following national newspaper placements:

- A quarter-page ad (5.32" x 10.71") one time in the *National Post* with an estimated circulation of 155,856.
- A quarter-page ad (4.86" x 10") one time in *The Globe and Mail* with an estimated circulation of 346,000.

CANADIAN MEDIA DELIVERY

The Paid Media Program as outlined above will deliver the following estimated reach and frequency:

- An estimated 73.8% of Men 50+ will be reached with an average estimated frequency of 2.9 times.
- An estimated 75.8% of Adults 50+ will be reached with an average estimated frequency of 3.0 times.

EARNED MEDIA PROGRAM

Earned media provides additional notice to Asbestos Claimants, amplifying the paid media program. Earned media, as opposed to paid media, occurs by disseminating a message about the Notice Program to the media without a guarantee that it will appear. KM and associated media firms under its direction will distribute the message to media outlets (newspapers, websites, and television and radio stations) to spark press interest and generate coverage.

MULTIMEDIA NEWS RELEASE

KM will distribute a U.S. national multimedia news release (“MNR”) blending text, audio, video, photos, related documents, and social media tools into an interactive web platform making the message visually appealing to increase engagement with the story across both traditional and social channels.

The MNR includes the following:

- Distribution to over 5,700 media points, more than 5,400 websites, databases and online services, and journalist-only portal.
- The television spot will be included to add a visual element to the press release making the story more appealing. Multimedia elements (*e.g.*, audio, video, graphics) have been shown to increase engagement with content by 77%.¹²
- A post to PR Newswire’s Social Post Twitter Network reaching over 40,000 followers.
- Built-in social media sharing functionality makes the content easily shared online.

CANADIAN PRESS RELEASE

KM will distribute a national press release on PR Newswire’s Canadian circuit. The press release will highlight the toll-free telephone number and Notice Website address so that Asbestos Claimants can obtain complete information.

¹² Source: PR Newswire/MultiVu.

KEYWORD SEARCH ADVERTISING

Search engines are among the most frequently used sites on the Internet. In order to help search engine users locate the informational website about this case – both those specifically looking for it and those looking for related topics – KM will purchase sponsored links to appear when searchers enter certain terms.

Keyword search advertising will run in the U.S. and Canada throughout the entire notice and voting period. Keyword search ads will appear on Google, Bing, and other search partners. KM will contract with Google AdWords to place Google ads, and with Microsoft Ad Center to place Bing and Yahoo! ads. A list of keywords is below:

Asbestos bankruptcy
Asbestos gaskets
Asbestos gasket material
Asbestos gasket sheet
Asbestos gaskets claims
Asbestos compression packing
Asbestos expansion joint packing
Asbestos packing claims
Compressed asbestos gaskets
Garlock asbestos bankruptcy
Garlock asbestos gaskets
Garlock bankruptcy
Garlock gaskets
Garlock gaskets asbestos claim
Garlock asbestos packing
Anchor asbestos bankruptcy
Anchor bankruptcy
Anchor asbestos packing
Fairbanks Morse Pump asbestos gaskets
Quincy Compressor asbestos gaskets
Central Moloney asbestos gaskets
France Compressor component asbestos
Delevan equipment component asbestos
Farnam asbestos gaskets
Coltec asbestos bankruptcy
Coltec gaskets
Coltec packing
Coltec bankruptcy
Coltec gaskets asbestos claim

After KM contracts with the search engines for sponsored links of the selected keywords/phrases, a user entering an applicable keyword/phrase will see an ad in the section above non-sponsored results.

OTHER PROGRAM COMPONENTS:
NOTICE WEBSITE

An informational, interactive website is a critical component of the Notice Program. A website is a persistent source of information instantly accessible by millions. In this case, the site will capitalize on the Internet's ability to distribute information and provide access to customer service.

In addition to the Chapter 11 website, a specific website designed exclusively for Asbestos Claimants will be updated.¹³ In addition to the Solicitation Package, an overview of the Disclosure Statement and the Plan ("Overview" attached as Exhibit H) will be available on the Notice Website. The Overview summarizes important information in an easy to use question-and-answer format that will enable Asbestos Claimants to understand their legal rights, voting on the Plan, and how asbestos claims will be treated.

The Notice Website will have a link to the Chapter 11 website. The Internet banner advertising and keyword search ads will help direct Asbestos Claimants to the Notice Website.

¹³ The Notice Website, www.GarlockNotice.com, was first established in 2015 for the Second Amended Plan of Reorganization. The Notice Website will be updated to reflect the information for this Plan.

OTHER PROGRAM COMPONENTS:
TOLL-FREE TELEPHONE SUPPORT

All advertising will direct the reader/viewer to call a toll-free telephone number in order to receive the Disclosure Statement and Approve Balloting and Voting Procedures Solicitation Package and obtain information and instructions regarding filing proofs of claim. In addition to the toll-free number, the print advertising will provide the address of the Claims Agent and the Notice Website address as alternative contact mechanisms.

NOTICE DESIGN:
PUBLICATION NOTICE

The Publication Notice is written in plain language and is designed to alert Asbestos Claimants to the litigation by using a bold headline. This headline will enable Asbestos Claimants to quickly determine if they are potentially affected by the litigation. The content of the Summary Notice clearly stipulates types of claimants and claims using subheads, product descriptions, and simple language to avoid any confusion.

Each advertisement will prominently feature a toll-free number and the Notice Website address for Asbestos Claimants to obtain more information in the form of the Notice Package.

NOTICE DESIGN:
INTERNET BANNER ADS

KM will design Internet banner advertisements to Asbestos Claimants to the litigation by using a bold headline. The headline will enable Asbestos Claimants to quickly determine if they may be affected by the litigation.

- When users click on the banner advertisement, they will be connected to the Notice Website that contains complete information about their legal rights.
- KM will use flash banner advertisements.

EXHIBIT A

If You Worked Around Gaskets, Packing, or Equipment Containing Asbestos

The Garlock and Coltec Bankruptcy Settlement May Affect Your Rights.

There is a bankruptcy involving claims about exposure to asbestos-containing gaskets, packing, and equipment. Garlock Sealing Technologies LLC, The Anchor Packing Company, and Garrison Litigation Management Group, Ltd., along with representatives of asbestos claimants, have filed a new plan of reorganization (the "Plan"). Coltec Industries Inc is also part of the Plan. If claimants approve the Plan, Coltec will merge with a company known as OldCo, LLC and that company will file a bankruptcy case. Together, these companies are referred to as the "Debtors."

The gaskets and packing were used in places where steam, hot liquid or acids moved through pipes, including industrial and maritime settings. The equipment included compressors, engines, pumps, transformers, and other equipment that may have had asbestos-containing components, such as gaskets or packing. The Coltec-related divisions or businesses that may have sold asbestos-containing products or equipment were Fairbanks Morse, Quincy Compressor, Central Moloney, Delavan, France Compressor, and Farnam.

Who Is Affected by the Bankruptcy Case?

Your rights may be affected if you:

- Worked with or around Garlock asbestos-containing gaskets or packing, Coltec equipment with asbestos components, or any other asbestos-containing product for which Debtors are responsible, or
- Have a claim now or in the future against the Debtors for asbestos-related disease caused by any person's exposure to asbestos-containing products.

Even if you have not yet been diagnosed with any disease or experienced any symptoms, your rights may be affected. The Court has appointed a Future Claimants' Representative ("FCR") to represent the rights of these future claimants.

What Does the Plan Provide?

The Plan is the result of a settlement agreement between the Debtors, the FCR, and committees representing asbestos claimants against Garlock and Coltec (the "Asbestos Claimants Committee"). The Plan will establish a Trust funded with \$480 million to pay asbestos claims against Garlock and

Coltec. **If the Plan is approved, all claims must be filed against the Trust. You will not be able to file claims against the Debtor or protected parties.** If you have claims only against Anchor, you are not expected to recover anything, as that company has no assets and will be dissolved.

The Plan replaces a different plan that was supported by the Debtors and FCR. The Plan provides more guaranteed funding for paying asbestos claims, and also pays claims against Coltec. The Asbestos Claimants Committee opposed the previous plan, but supports the Plan.

Who Can Vote on or Object to the Plan?

All identifiable asbestos claimants or their attorneys will receive the "Solicitation Package." This includes the Plan, Voting Ballot, and other information. You can vote on the Plan by providing certified information about your claim, or making a motion to vote as described in the Solicitation Package available online or by calling the toll-free number.

You will need to vote on the Plan by December 9, 2016. You may also object to the Plan and the adequacy of the FCR's representation of future claimants, but must do so by December 9, 2016.

Do I Have to File a Claim?

Certain deadlines for filing asbestos claims against Garlock have already passed. **If you have an asbestos claim against Coltec based on a disease diagnosed on or before August 1, 2014, you must cast a ballot before December 9, 2016 or else file a claim by March 2, 2017.** If you do not file a claim, you may lose your right to bring your Coltec claim against the Trust in the future. Individuals diagnosed with disease after August 1, 2014 do not have to file a claim at this time, but may be able to vote or object to the Plan. In addition, if you have already filed an asbestos claim against Garlock, you do not have to file a separate Coltec asbestos claim.

When Will the Court Decide on the Plan?

A hearing to consider confirmation of the Plan will begin at 10:00 a.m. ET on April __, 2017, at the US Bankruptcy Court, Western District of North Carolina, 401 West Trade Street, Charlotte, NC 28202.

Garlock/Coltec Bankruptcy: 30-Second Television Script

Garlock/Coltec Asbestos-Related Bankruptcy

Did you or anyone in your household work around asbestos-containing gaskets, packing, or equipment?

Attention! Did you or anyone in your household work around asbestos-containing gaskets, packing, or equipment?

If you or a loved one have an asbestos-related disease, you may have a right to vote on a plan to reorganize and pay claims in the Garlock/Coltec bankruptcy.

Used In:

- Shipbuilding
- Maritime/naval vessels
- Chemical processing
- Oil Refineries
- Pulp and paper
- Power generation
- Construction

Garlock/Coltec's products were used in industrial and maritime settings, anywhere steam, hot liquid or acid moved in pipes.

**Votes Must be Filed
by December 9, 2016**

**1-844-Garlock
www.GarlockNotice.com**

Most votes must be filed by December 9, 2016

Call 844-Garlock or go to GarlockNotice.com

NOTE: This is not intended to be a visual representation of how the final banner ad will appear. It is primarily to show the messaging and elements that need to be included on the banner ad. Words and visuals will load at different times and the visual treatment will be determined later.

- The Call-For-Action - for more details - will appear in the last frame.
- The website address and a button to the website will be included.

**Garlock/Coltec Asbestos-Related
Bankruptcy**

**Exposed to asbestos-
containing gaskets,
packing, or equipment?**

Frame 1: Initial Text

Used In:

- Shipbuilding
- Maritime/naval vessels
- Chemical processing
- Oil refineries
- Pulp and paper
- Power generation
- Construction

Frame 2: Attention to Rights

**Garlock/Coltec
Asbestos-Related Bankruptcy**

**Proposes a \$480 million Trust
to pay personal injury claims**

www.GarlockNotice.com

Frame 3: Industries

**Garlock/Coltec
Asbestos-Related Bankruptcy**

**Votes on the Plan Must be Filed
By December 9, 2016**

Click for More Details

www.GarlockNotice.com

Frame 4: Call to Action

EXHIBIT B

Month xx, 2016

Dear President Or International President Last Name [add each chief executive officer name here]:

As you may be aware, a bankruptcy case involving Garlock Sealing Technologies LLC has been litigated in federal court for nearly six years. You previously received a letter in connection with a plan for reorganization that was not confirmed. There is now a comprehensive settlement that includes Coltec Industries Inc and is supported by the Debtors and representatives of both current and future asbestos personal injury claimants. Garlock and its related Debtors manufactured asbestos-containing gaskets and packing used extensively in industries where hot liquid was moved through pipes. Coltec businesses manufactured equipment included compressors, engines, pumps, and other equipment that may have had asbestos-containing components, such as gaskets or packing.

We are requesting your assistance in notifying current or former members who may have been exposed to Garlock's and Coltec's asbestos-containing products in industrial workplaces such as oil refineries, steel mills, and shipbuilding sites.

Your union has been identified as having current or former members who may be affected by this case. It is important that all members are notified of the bankruptcy proceedings and we would be grateful for your assistance in notifying them. Enclosed you will find a short one-page notice, which provides additional information about the proceedings. Please use this information in your union's journal, magazine, newsletter, or any other communication vehicles that reach your members.

You can also obtain further information and materials by visiting www.GarlockNotice.com or calling 1-844-Garlock. We will be in touch with you by telephone to answer any questions.

Sincerely,

Official Claims Agent

EXHIBIT C

TRADE UNIONS WHOSE MEMBERSHIP IS MOST LIKELY TO HAVE BEEN EXPOSED TO ASBESTOS PRODUCTS

American Federation of Labor-Congress of Industrial Organizations (AFL-CIO)

- Membership: 11,615,520
- Local Affiliates: 51 AFL-CIO-chartered state federations and more than 500 chartered central labor councils
- Works to help people who want to join together in unions so they can bargain collectively with their employers for better working conditions and the best way to get a good job done.

Atlantic Independent Union

- Membership: 247
- Local Affiliates: 1
- Refinery and chemical plant workers, truck drivers, maintenance workers and janitors.

Glass, Molders, Pottery, Plastics & Allied Workers International Union

- Membership: 27,864
- Local Affiliates: 250
- The broad scope of industries (glass, molders, plastics, pottery, cast metals, fiberglass, defense, fine china, glass and plastic containers, insulation and sanitary-ware industries as well as workers in government, healthcare and a variety of other industries).

International Association of Heat and Frost Insulators and Allied Workers

- Membership: 30,000
- Local Affiliates: 101
- Represents craftsmen in a series of construction trades; work as insulators, extensively with Asbestos. Removal and proper disposal of any type of asbestos abatement and lead abatement can include acoustic ceilings, furnace insulations, HVAC ducts, piping, sprayed-on fire proofing, and sound insulation, floor and ceiling tiles.

The International Association of Bridge, Structural, Ornamental and Reinforcing Iron Workers

- Membership: 120,000
- Local Affiliates: 235
- Includes construction workers who work with marquees, canopies, stage equipment, bridge and overpass railings.

International Association of Machinists and Aerospace Workers

- Membership: 570,423
- Local Affiliates: 1,196
- Includes machinists and aerospace workers to railroad builders and woodworkers.

International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers & Helpers (Includes: United Cement, Lime, Gypsum and Allied International Union)

- Membership: 70,000
- Local Affiliates: 331
- Construct boilers in buildings and on ships.

International Brotherhood of Electrical Workers

- Membership: 659,567
- Local Affiliates: 926
- Conduct all types of electrical work, including installation and utility work.

International Chemical Workers Union

- Represents workers in chemical plants, utilities, warehouses, food services, mines, food processing, and pharmaceuticals.

International Longshore and Warehouse Workers Union (ILWU)

- Membership: 37,022
- Local Affiliates: 60
- The origins of the ILWU lie in the longshore industry of the Pacific Coast – the work of loading and unloading ships' cargoes.

International Union of Painters and Allied Trades

- Membership: 160,000
- Local Affiliates: Over 400
- Commercial and residential painters. Produce paint, carpet and linoleum products.

International Union of Bricklayers and Allied Craftworkers (Includes: United Brick and Clay Workers of America)

- Membership: 76,233
- Local Affiliates: 150
- Work as bricklayers on construction sites.

International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers (Division of Communication Workers of America)

- Members: 45,000
- Affiliates: 350
- Manufacturing and industrial workers in a wide range of industries including automotive, aerospace, furniture, and appliances.

The International Union of Operating Engineers

- Membership: 379,597
- Local Affiliates: 148
- Represents operating engineers, who work as heavy equipment operators, mechanics, and surveyors in the construction industry, and stationary engineers, who work in operations and maintenance in building and industrial complexes, and in the service industries. Also represents nurses and other health industry workers as well as significant numbers of public employees engaged in a wide variety of occupations.

International Union, United Automobile, Aerospace and Agricultural Implement Workers of America

- Membership: 400,000 active members and more than 580,000 retired members
- Local Affiliates: 750
- UAW represented workplaces ranging from multinational corporations, small manufacturers and state and local governments to colleges and universities, hospitals and private non-profit organizations.

Industrial Union of Marine and Shipbuilding Workers of America (Part of the International Association of Machinists and Aerospace Workers)

- Membership: 8,000
- National District: 1
- Merged with the "International Association of Machinists" in 1988. Members work in the shipbuilding industry.

Laborers' International Union of North America (Formerly: International Hod Carriers, Building and Common Laborers Union of America and Journeyman Stonecutters Association of North America)

- Membership: 557,999
- Local Affiliates: 400
- Work in a wide variety of occupations including nuclear waste cleanup, mail handling and tunnel construction. A majority of their members work as laborers on construction sites.

Marine Engineers Beneficial Association

- Membership: 24,300
- Local Affiliates: 5
- Maritime trade union representing a large and diverse mix of engineers and deck officers, experienced and skilled in all types of commercial shipping.

Operative Plasterers' and Cement Masons' International Association of the United States and Canada

- Membership: 37,932
- Local Affiliates: 100
- Work as cement masons, dry-wall workers and in plastering and cement masonry.

Paper, Allied-Industrial, Chemical and Energy Workers International Union
(Merged with United Steel Workers of America)

- Membership: 245,000
- Local Affiliates: 1,500
- Represents people who refine oil in the United States and make chemicals, nuclear materials, pharmaceuticals, automobile and truck parts, appliances, small engines, motorcycles, boxes, tissues, toys, cement, corn sugar and many other products.

Seafarers International Union of North America (Includes National Maritime Union of America)

- Membership: 29,690
- Local Affiliates: 12
- Represents professional merchant mariners sailing aboard U.S.-flag vessels in the deep sea. Includes work aboard a wide variety of vessels, including commercial containerships and tankers, military support ships, tugboats and barges, passenger ships, gaming vessels and many more.

Service Employees International Union (Includes: International Brotherhood of Fireman, Oilers and Powerhouse Maintenance)

- Membership: 1,867,531
- Local Affiliates: 150
- Represents workers in the healthcare, property services, and public services sectors. Includes a wide variety of occupations including janitors, nurses, bus drivers, police personnel, and education workers.

Sheet Metal Workers' International Association

- Membership: 202,960
- Local Affiliates: 203
- Install sheet metal products on job sites including air ducts, heating-ventilation-air conditioning work and solar panels.

Teamsters

- Membership: 1,258,187
- Local Affiliates: 1,900
- Represents freight drivers and warehouse workers along with workers in other occupation, both professional and non-professional, private sector and public sector.

United Association: Union of Plumbers, Fitters, Welders, and HVAC Service Techs (UA)

- Membership: 329,322
- Local Affiliates: 300
- Represents plumbers, pipefitters, sprinkler fitters, service technicians and welders in local unions across North America and Australia.

United Rubber, Cork, Linoleum & Plastic Workers of America (URW) (Part of United Steelworkers of America)

- Membership: 98,000
- Local Affiliates: 360
- Represents rubber workers: vehicle tires, plastics, synthetic resins, rubber & plastic commercial and consumer products.

UNITE HERE (Formerly the Union of Needletrades, Industrial and Textile Employees (UNITE))

- Membership: 264,104
- Local Affiliates: 81
- Includes workers who sew and ship clothing and other textile products.

United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada

- Membership: 300,000
- Local Affiliates: 441
- Represents members in the plumbing, pipefitting, refrigeration, and fire sprinkler industry.

United Brotherhood of Carpenters and Joiners of America (Includes: International Union of Wood, Wire and Metal Lathers and Tile, Marble, Terazzo, Finishers, Shopworkers and Granite Cutters International Union)

- Membership: 411,050
- Local Affiliates: 938
- Members work as residential and commercial carpenters.

United Steelworkers

- Members: 860,294
- Affiliates: 1800 (U.S., Canada, Caribbean)
- Represents members in a number of industries, including steelworkers.

United Union of Roofers, Waterproofers & Allied Workers (Formerly: United Slate, Tile and Composition Roofers, Damp and Waterproof Workers Association)

- Membership: 20,794
- Local Affiliates: 94
- Represents members who apply all types of roofing and waterproofing systems.

Utility Workers Union of America

- Membership: 50,000
- Local Affiliates: 228
- Includes workers employed in and around energy, electric, gas, steam, water, telecommunications, generation, services, and related industries and organizations.

Workers United (United Textile Workers of America became part of Workers United)

- Membership: 291,600
- Local Affiliates: 582
- Includes workers in the textile industry.

EXHIBIT D

American Profile's Community Table

Newspapers and Circulation by State

Effective December 2015

State	Total Circulation	Newspaper	City	State	Circulation
Alabama	119,579	The Sand Mountain Reporter	Albertville	AL	10,000
		The Outlook	Alexander City	AL	5,683
		The News Courier	Athens	AL	4,711
		Cherokee County Herald	Centre	AL	2,445
		The Cullman Times	Cullman	AL	7,236
		The Dothan Eagle	Dothan	AL	30,700
		The Eufaula Tribune	Eufaula	AL	5,582
		TheTimes-Record	Fayette	AL	5,000
		Pickens County Herald	Fayette	AL	5,000
		The Times-Journal	Fort Payne	AL	5,200
		North Jefferson News	Gardendale	AL	2,580
		Daily Mountain Eagle	Jasper	AL	9,044
		The Opelika-Auburn News	Opelika	AL	14,800
		St. Clair News-Aegis	Pell City	AL	1,998
		The Wetumpka Herald	Tallassee	AL	9,600
Arizona	320,889	San Pedro Valley News - Sun	Benzon	AZ	3,045
		Mohave Valley Daily News	Bullhead City	AZ	9,134
		The Verde Independent & The Bugle	Cottonwood	AZ	4,000
		The Daily Dispatch	Douglas	AZ	4,080
		Arizona Silver Belt	Globe	AZ	3,500
		The Tribune - News	Holbrook	AZ	2,000
		The Kingman Daily Miner	Kingman	AZ	7,300
		Today's News Herald/Parker Pioneer	Lake Havasu	AZ	17,200
		Payson Roundup	Payson	AZ	6,000
		Ahwatukee Foothills News	Phoenix	AZ	28,280
		The Daily Courier	Prescott	AZ	14,000
		Eastern Arizona Courier	Safford	AZ	6,900
		Sedona Red Rock News	Sedona	AZ	6,000
		White Mountain Independent	Show Low	AZ	9,000
		Sierra Vista Herald	Sierra Vista	AZ	9,200
		Daily News-Sun, Surprise Today, Glendale/Peoria Today	Sun City	AZ	86,904
		Chandler Tribune/East Valley Tribune	Tempe	AZ	98,000
		Arizona Range News	Willcox	AZ	3,146
		Williams-Grand Canyon News	Williams	AZ	3,200
Arkansas	75,689	Atkins Chronicle/The Dover Times	Atkins	AR	3,948
		Batesville Daily Guard	Batesville	AR	7,000
		Carroll County News	Berryville	AR	3,100
		Van Buren Press Argus-Courier, Paris Express, Alma Journal, Charleston Express, Greenwood Democrat and Booneville Democrat	Booneville	AR	10,900
		The Villager Journal	Cherokee Village	AR	2,200
		Yell County Record	Danville	AR	3,552
		Newton County Times	Harrison	AR	1,500
		Cleburne County Sun-Times	Heber Springs	AR	4,975
		Helena-West Helena Daily World	Helena	AR	4,050
		Hope Star	Hope	AR	3,045
		The Daily Siftings Herald	Hope	AR	3,045
		Malvern Daily Record	Malvern	AR	4,000
		Northeast Arkansas Town Crier	Manila	AR	2,000
		Stone County Leader	Mountain View	AR	4,263
		Nashville News	Nashville	AR	3,000
		Newport Independent	Newport	AR	2,239
		The Osceola Times	Osceola	AR	2,537
		Clay County Times Democrat	Rector	AR	2,600
		The News	Salem	AR	2,550
		Stuttgart Daily Leader	Stuttgart	AR	2,985

State	Total Circulation	Newspaper	City	State	Circulation
		Poinsett County Democrat Tribune	Trumann	AR	1,500
		The White Hall Journal	White Hall	AR	700
California	274,542				
		Inyo Register	Bishop	CA	4,872
		Palo Verde Valley Times(/Quartzsite Times)	Blythe	CA	4,000
		The Intermountain News / Shasta Lake Bulletin	Burney	CA	1,900
		Chico-Oroville Enterprise Record	Chico	CA	16,400
		Imperial Valley Press	El Centro	CA	8,500
		Eureka Times Standard	Eureka	CA	13,500
		Fort Bragg Advocate News	Fort Bragg	CA	5,074
		The Union	Grass Valley	CA	17,000
		The Gridley Herald	Gridley	CA	1,400
		Holtville Tribune/ Calexico Chronicle/ Imperial Valley Weekly	Holtville	CA	4,100
		Amador Ledger-Dispatch	Jackson	CA	5,000
		Lake County Record Bee	Lakeport	CA	2,663
		The Monterey County Herald	Monterey	CA	16,400
		Salinas Valley Weekly	Monterey	CA	35,000
		Mount Shasta Herald	Mount Shasta	CA	4,872
		Paradise Post	Paradise	CA	3,500
		The Porterville Recorder	Porterville	CA	10,149
		Red Bluff Daily News	Red Bluff	CA	5,800
		The Daily Independent	Ridgecrest	CA	7,624
		Tahoe Daily Tribune	South Lake Tahoe	CA	7,600
		Feather River Bulletin/Chester Progressive/Indian Valley Record/Lassen County Times/Portola Reporter/Westwood Pinepress	Susanville	CA	17,805
		Daily Midway Driller	Taft	CA	3,045
		Sierra Sun	Truckee	CA	5,700
		Ukiah Daily Journal	Ukiah	CA	3,227
		The Valley Springs News	Valley Springs	CA	1,050
		Daily Press	Victorville	CA	27,500
		Visalia Times Delta/Tulare Advance Register	Visalia	CA	24,000
		The Willits News	Willits	CA	623
		Woodland Daily Democrat	Woodland	CA	10,352
		Siskiyou Daily News	Yreka	CA	5,886
Colorado	78,293				
		Akron News-Reporter	Akron	CO	1,450
		Brush News-Tribune	Brush	CO	900
		Daily Record	Canon City	CO	5,300
		Craig Daily Press	Craig	CO	9,200
		Estes Park Trail-Gazette	Estes Park	CO	2,400
		Fort Morgan Times	Fort Morgan	CO	2,800
		The Fowler Tribune	Fowler	CO	1,000
		The Greeley Tribune	Greeley	CO	21,000
		Julesburg Advocate	Julesburg	CO	1,343
		La Junta Tribune Democrat	La Junta	CO	3,000
		Bent County Democrat	Las Animas	CO	1,500
		(Loveland) Daily Reporter - Herald	Loveland	CO	18,500
		Steamboat Pilot & Today Sunday	Steamboat Springs	CO	7,000
		Journal Advocate	Sterling	CO	2,900
Connecticut	7,000				
		The Chronicle	Willimantic	CT	7,000
Florida	41,835				
		Chiefland Citizen	Chiefland	FL	3,500
		The Wakulla News	Crawfordville	FL	6,000
		Courier Journal	Crescent City	FL	3,000
		Riverland News	Dunnellon	FL	2,800
		Suwannee Democrat	Live Oak	FL	5,028
		The Madison Enterprise-Recorder	Madison	FL	3,000
		Jackson County Floridan	Marianna	FL	6,307
		Monticello News & Jefferson County Journal	Monticello	FL	2,700
		Gadsden County Times	Quincy	FL	6,000
		The Herald Advocate	Wauchula	FL	3,500

State	Total Circulation	Newspaper	City	State	Circulation
Georgia	168,463	Athens Banner Herald	Athens	GA	22,000
		The Post Searchlight	Bainbridge	GA	7,650
		Early County News	Blakely	GA	2,650
		The Brunswick News & Advertiser	Brunswick	GA	10,600
		The Brunswick News	Brunswick	GA	16,200
		The Cairo Messenger	Cairo	GA	4,973
		Calhoun Times	Calhoun	GA	6,346
		The Daily Tribune News	Cartersville	GA	6,000
		The Daily Citizen	Dalton	GA	11,500
		Dawson Community News	Dawsonville	GA	4,000
		The Monroe County Reporter	Forsyth	GA	4,477
		Hawkinsville Dispatch & News	Hawkinsville	GA	2,300
		The Press-Sentinel	Jesup	GA	6,500
		Walker County & Catoosa County News	Lafayette	GA	5,727
		LaGrange Daily News	LaGrange	GA	9,743
		The News & Farmer	Louisville	GA	3,400
		The Metter Advertiser	Metter	GA	2,700
		The Baldwin Bulletin	Milledgeville	GA	3,248
		The Tattnall Journal	Reidsville	GA	2,487
		The Standard Journal	Rockmart	GA	5,071
		Rome News Tribune	Rome	GA	14,516
		The Statesboro Herald	Statesboro	GA	8,000
		The Sylvania Telephone	Sylvania	GA	4,375
		The Thomaston Times	Thomaston	GA	4,000
Idaho	52,473	The Aberdeen Times	Aberdeen	ID	900
		Power County Press	American Falls	ID	1,750
		The Morning News	Blackfoot	ID	3,500
		Coeur d'Alene Press, Bonner County Daily Bee, Priest River Times and Shoshone News-Press, Bonners Ferry Herald	Coeur d'Alene	ID	37,551
		Teton Valley News	Driggs	ID	1,600
		Independent Enterprise	Payette	ID	1,700
		Standard Journal	Rexburg	ID	5,472
Illinois	315,810	The Times Record	Aledo	IL	2,500
		The Telegraph	Alton	IL	22,200
		The Evening News	Benton	IL	1,800
		The Daily Ledger	Canton	IL	5,582
		The Southern Illinoisan	Carbondale	IL	28,925
		Randolph County Herald-Tribune	Chester	IL	2,487
		The Progress	Christopher	IL	1,000
		Du Quoin Evening Call	Du Quoin	IL	2,800
		Effingham Daily News	Effingham	IL	9,556
		The Daily Register	Eldorado	IL	3,200
		The Blade	Fairbury	IL	2,139
		The Clay County Advocate-Press	Flora	IL	1,100
		The Journal-Standard	Freeport	IL	6,000
		Register-Mail	Galesburg	IL	12,000
		Geneseo Republic.	Geneseo	IL	5,000
		The Journal News	Hillsboro	IL	5,900
		Jacksonville Journal Courier	Jacksonville	IL	14,925
		Star-Courier	Kewanee	IL	5,988
		La Salle News Tribune	La Salle	IL	16,000
		The Courier	Lincoln	IL	7,003
		Macomb Journal	Macomb	IL	4,179
		Marion Daily Republican	Marion	IL	1,200
		Marshall Advocate	Mashall	IL	1,900
		Metropolis Planet	Metropolis	IL	4,872
		Daily Review Atlas & Oquawka Current	Monmouth	IL	2,537
		Daily Republican-Register	Mount Carmel	IL	3,500
		Newton Press-Mentor	Newton	IL	2,239
		Olney Daily Mail	Olney	IL	3,675
		Paris - Beacon News	Paris	IL	3,500
		Pekin Daily Times	Pekin	IL	7,500
		Times Newspapers	Peoria	IL	24,246

State	Total Circulation	Newspaper	City	State	Circulation
		Daily Leader	Pontiac	IL	4,466
		Rochelle News-Leader	Rochelle	IL	2,700
		Rockford Register Star	Rockford	IL	27,250
		The Rushville Times	Rushville	IL	3,045
		Salem Times Commoner	Salem	IL	4,060
		The Gallatin Democrat	Shawneetown	IL	2,239
		Shelbyville Daily Union	Shelbyville	IL	1,691
		Sauk Valley Newspaper	Sterling	IL	21,730
		Breeze Courier	Taylorville	IL	6,000
		Leader-Union	Vandalia	IL	5,176
		Zion Benton News/Bargaineer	Zion	IL	22,000
Indiana	164,626				
		The Herald Tribune	Batesville	IN	2,485
		The Bedford Times Mail	Bedford	IN	11,300
		The Mooresville/decatatur Times	Bloomington	IN	34,100
		Brazil Times	Brazil	IN	4,179
		The Post & Mail	Columbia City	IN	4,000
		Springs Valley Herald	French Lick	IN	2,200
		Banner - Graphic	Greencastle	IN	4,000
		Greensburg Daily News	Greensburg	IN	4,179
		The LaPorte Herald Argus	LaPorte	IN	8,400
		The Lebanon Reporter	Lebanon	IN	4,202
		The Daily World	Linton	IN	5,582
		The Madison Courier	Madison	IN	8,000
		The News Dispatch	Michigan City	IN	8,500
		North Vernon Plain Dealer	North Vernon	IN	5,100
		Paoli Republican	Paoli	IN	2,400
		Pilot News	Plymouth	IN	5,400
		The Commercial Review	Portland	IN	4,480
		Princeton Daily Clarion	Princeton	IN	5,200
		The Rochester Sentinel	Rochester	IN	3,800
		Spencer County Journal Democrat	Rockport	IN	3,015
		Mt.Vernon Democrat	Rockport	IN	2,489
		The Rushville Republican	Rushville	IN	2,619
		The Shoals News	Shoals	IN	2,438
		Perry County News	Tell City	IN	6,028
		The Versailles Republican	Versailles	IN	4,567
		Vincennes Sun-Commercial	Vincennes	IN	7,000
		The Washington Times-Herald	Washington	IN	5,817
		The News-Gazette	Winchester	IN	3,146
Iowa	227,438				
		Mid-America Publishing Corp.	Allison	IA	22,400
		Atlantic News - Telegraph	Atlantic	IA	3,552
		Audubon County Advocate Journal	Audubon	IA	1,940
		The Bedford Times-Press	Bedford	IA	1,000
		Boone News Republican	Boone	IA	2,850
		The Britt News Tribune	Britt	IA	4,575
		The Hawk Eye	Burlington	IA	21,313
		Daily Times Herald	Carroll	IA	5,700
		Cascade Pioneer	Cascade	IA	1,800
		Daily Iowegian	Centerville	IA	2,100
		Chronicle Times / Daily Sentinel	Cherokee	IA	5,379
		Clarinda Herald-Journal	Clarinda	IA	1,200
		The Daily Nonpareil	Council Bluffs	IA	9,000
		Creston News Advertiser	Creston	IA	4,600
		Denison Review	Denison	IA	1,000
		Dyersville Commerical	Dyersville	IA	3,800
		North Scott Press, Inc	Eldridge	IA	8,000
		The Fairfield Daily Ledger	Fairfield	IA	2,500
		Fort Madison Daily Democrat	Fort Madison	IA	5,000
		Hamburg Reporter	Hamburg	IA	1,244
		Harlan News-Advertiser	Harlan	IA	3,000
		The Independent/Examiner	Hawarden	IA	1,045
		New Century Press, Inc. - Rock Rapids	Hull	IA	6,449
		The Kalona News/Lone Tree Reporter	Kalona	IA	3,000
		Daily Gate City	Keokuk	IA	5,000
		Journal Express/The Chronicle	Knoxville	IA	5,366

State	Total Circulation	Newspaper	City	State	Circulation
		Logan Herald-Observer/The Woodbine Twiner	Logan	IA	1,900
		Globe Gazette	Mason City	IA	11,200
		Mt. Pleasant News	Mount Pleasant	IA	2,994
		Newton Daily News	Newton	IA	5,100
		Osceola Sentinel-Tribune	Osceola	IA	3,200
		Oskaloosa Herald	Oskaloosa	IA	2,609
		The Ottumwa Courier	Ottumwa	IA	9,500
		Clinton Herald	S. Clinton	IA	8,665
		Valley News Today	Shenandoah	IA	2,000
		Sioux City Journal	Sioux City	IA	29,000
		The Daily Reporter	Spencer	IA	2,500
		Dickinson County News	Spirit Lake	IA	2,000
		Pilot Tribune	Storm Lake	IA	2,000
		The Story City Herald	Story City	IA	1,600
		The Tipton Conservative and Advertiser	Tipton	IA	4,000
		The Washington Evening Journal	Washington	IA	3,820
		West Branch Times/West Liberty Index	West Branch	IA	2,537
Kansas	98,671				
		Augusta Daily Gazette	Augusta	KS	3,100
		The Cherokee County News Advocate	Columbus	KS	2,200
		Ellsworth County Independent/Reporter	Ellsworth	KS	2,300
		The Eureka Herald	Eureka	KS	1,500
		Nor'west Newspapers - Oberlin Herald, St. Francis Herald, Bird City Times, Colby Free Press, Goodland Daily News, The Norton Telegram	Goodland	KS	9,451
		The Hays Daily News	Hays	KS	9,000
		The Holton Recorder	Holton	KS	3,200
		Hutchinson News	Hutchinson	KS	22,000
		The Daily Union	Junction City	KS	8,000
		Journal-World	Lawrence	KS	13,000
		McPherson Sentinel	McPherson	KS	4,577
		The Ottawa Herald	Ottawa	KS	4,300
		Pittsburg Morning Sun	Pittsburgh	KS	8,000
		Linn County News	Pleasanton	KS	2,300
		The Pratt Tribune	Pratt	KS	1,700
		Stockton Sentinel	Stockton	KS	1,443
		Wellington Daily News	Wellington	KS	2,600
Kentucky	221,646				
		Kentucky Standard	Bardstown	KY	9,700
		The Tribune Courier	Benton	KY	4,700
		Daily News	Bowling Green	KY	18,500
		Edmonson News	Brownsville	KY	4,079
		The Cadiz Record	Cadiz	KY	4,060
		Times-Tribune	Corbin	KY	4,695
		The Advocate Messenger	Danville	KY	6,150
		Dawson Springs Progress	Dawson Springs	KY	1,500
		Lyon County Herald-Ledger	Eddyville	KY	2,040
		The State Journal	Frankfort	KY	9,000
		The Fulton Leader	Fulton	KY	1,800
		Georgetown News Graphic	Georgetown	KY	4,200
		Greenup County News-Times	Greenup	KY	2,587
		Hazard Herald	Hazard	KY	5,300
		Kentucky New Era	Hopkinsville	KY	9,000
		Fort Campbell Courier	Hopkinsville	KY	18,000
		Journal Enterprise	Hopkinsville	KY	2,500
		Grayson Co. News - Gazette	Leitchfield	KY	3,000
		Casey County News	Liberty	KY	4,600
		The Sentinel-Echo	London	KY	5,700
		The Daily News	Middlesboro	KY	6,597
		The Wayne County Outlook	Monticello	KY	4,446
		Union County Advocate	Morganfield	KY	4,000
		Henry County Local	New Castle	KY	4,975
		The Jessamine Journal	Nicholasville	KY	3,500
		The Eagle Post	Oak Grove	KY	4,500
		Messenger - Inquirer	Owensboro	KY	25,000
		The Messenger	Owensboro	KY	7,000
		Appalachian News Express	Pikeville	KY	6,766

State	Total Circulation	Newspaper	City	State	Circulation
		The Floyd County Times	Prestonsburg	KY	6,574
		The Times - Leader	Princeton	KY	4,500
		The Richmond Register	Richmond	KY	5,873
		News Democrat & Leader	Russellville	KY	3,000
		The Pioneer News	Shepherdsville	KY	7,000
		Taylorsville Spencer Magnet	Taylorsville	KY	3,654
		The Winchester Sun	Winchester	KY	3,150
Louisiana	30,114				
		Bastrop Daily Enterprise	Bastrop	LA	4,567
		Bogalusa Daily News	Bogalusa	LA	3,383
		Beauregard Daily News, Leesville News Leader & Southwest Daily News	DeRidder	LA	11,000
		Ascension Citizen	Gonzales	LA	7,164
		The Jena - Times	Jena	LA	4,000
Maine	61,500				
		Kennebec Journal & Morning Sentinel	Augusta	ME	25,000
		Sun Journal	Lewiston	ME	36,500
Maryland	23,600				
		The Times Record	Denton	MD	2,200
		Kent County News	Easton	MD	6,400
		The Star Democrat	Easton	MD	15,000
Massachusetts	61,033				
		The Sun Chronicle	Attleboro	MA	25,372
		The Recorder	Greenfield	MA	15,422
		Berkshire Eagle	Pittsfield	MA	20,239
Michigan	121,728				
		Big Rapids Pioneer & Manistee News Advocate	Big Rapids	MI	11,000
		Cadillac News	Cadillac	MI	7,500
		Tuscola County Advertiser	Caro	MI	6,467
		Cheboygan Daily Tribune	Cheboygan	MI	4,364
		The Daily Reporter	Coldwater	MI	5,937
		Oceana's Herald Journal	Hart	MI	6,200
		The Hillsdale Daily News	Hillsdale	MI	6,500
		The Holland Sentinel	Holland	MI	11,600
		Sentinel-Standard	Ionia	MI	3,146
		Iron County Reporter	Iron River	MI	12,000
		(The Ironwood) Daily Globe	Ironwood	MI	6,300
		Ludington Daily News	Ludington	MI	8,500
		The Munising News	Munising	MI	1,900
		The Evening News	Sault Ste Marie	MI	7,612
		Herald-Palladium	St. Joseph	MI	13,900
		Sturgis Journal	Sturgis	MI	5,250
		Three Rivers Commerical News	Three Rivers	MI	3,552
Minnesota	140,143				
		Aitkin Independent Age	Aitkin	MN	4,350
		Farmers Independent	Bagley	MN	2,040
		Brainerd Daily Dispatch	Brainerd	MN	13,803
		Independent News Herald	Clarissa	MN	2,000
		The Pine Journal	Cloquet	MN	4,750
		Tri-County News	Cottonwood	MN	1,343
		Crookston Daily Times	Crookston	MN	1,250
		Grant County Herald	Elbow Lake	MN	1,600
		Faribault Daily News	Faribault	MN	5,100
		Herald Review	Grand Rapids	MN	7,624
		Granite Falls Advocate-Tribune	Granite Falls	MN	2,689
		The Daily Tribune	Hibbing	MN	6,597
		Mille Lacs Messenger	Isle	MN	3,800
		Montevideo American News	Montevideo	MN	3,654
		Owatonna People's Press	Owatonna	MN	6,102
		The Paynesville Press	Paynesville	MN	2,640
		The Redwood Falls Gazette	Redwood Falls	MN	3,958
		Post-Bulletin	Rochester	MN	37,700
		Sleepy Eye Herald - Dispatch	Sleepy Eye	MN	1,530

State	Total Circulation	Newspaper	City	State	Circulation
		St. James Plaindealer	St. James	MN	2,338
		St. Peter Herald	St. Peter	MN	1,856
		Staples World	Staples	MN	1,800
		Thief River Falls Times	Thief River Falls	MN	4,477
		The Mesabi Daily News	Virginia	MN	9,642
		Winona Daily News	Winona	MN	7,500
Mississippi	81,761				
		The Panolian and Panola Partnership	Batesville	MS	6,500
		Rankin County News	Brandon	MS	8,119
		Bolivar Commerical	Cleveland	MS	5,300
		The Meteor	Crystal Springs	MS	2,200
		The Daily Star	Grenada	MS	5,671
		The Lamar Times	Hattiesburg	MS	10,000
		Copiah County Courier	Hazelhurst	MS	2,750
		The South Reporter	Holly Springs	MS	5,200
		The Chronicle	Laurel	MS	7,500
		The Meridian Star	Meridian	MS	9,476
		Lawrence County Press	Monticello	MS	1,300
		Spirit of Morton	Morton	MS	1,045
		The Democrat	Senatobia	MS	4,500
		Starkville Daily News	Starkville	MS	5,970
		The Tylertown Times	Tylertown	MS	2,250
		Daily Times Leader	West Point	MS	3,980
Missouri	282,529				
		Aurora Advertiser	Aurora	MO	1,200
		Concord Publishing-North	Bloomfield	MO	8,700
		Community Publishers of MO, Inc	Bolivar	MO	29,925
		Boonville Daily News	Boonville	MO	1,537
		Lake Sun Leader	Camdenton	MO	4,975
		The Carthage Press	Carthage	MO	1,400
		Democrat-Argus	Caruthersville	MO	2,040
		The Concordian	Concordia	MO	2,600
		The Fulton Sun	Fulton	MO	4,770
		Hannibal Courier-Post	Hannibal	MO	8,457
		The Examiner	Independence	MO	10,500
		Kirksville Daily Express	Kirksville	MO	3,000
		The Lebanon Daily Record	Lebanon	MO	5,772
		The Banner Press	Marble Hill	MO	3,200
		Mexico Ledger	Mexico	MO	3,500
		Moberly Monitor - Index and Evening Democrat	Moberly	MO	5,970
		The Monett Times	Monett	MO	4,100
		Neosho Daily News	Neosho	MO	2,000
		The Weekly Record	New Madrid	MO	1,045
		Palmyra Spectator	Palmyra	MO	2,842
		Rolla Daily News	Rolla	MO	6,300
		NPG Newspapers, Inc.	Saint Joseph	MO	124,375
		The Sedalia Democrat	Sedalia	MO	8,200
		The Steele Enterprise	Steele	MO	1,542
		South Missourian-News	Thayer	MO	1,600
		The Daily Star-Journal	Warrensburg	MO	5,304
		Warren County Record	Warrenton	MO	3,775
		Washington Missourian	Washington	MO	13,500
		Webb City Sentinel	Webb City	MO	5,000
		West Plains Daily Quill	West Plains	MO	5,400
Montana	105,631				
		Belgrade News	Belgrade	MT	3,000
		The Livingston Enterprise/Big Timber Pioneer/Laurel Outlook	Big Timber	MT	7,259
		Billings Gazette	Billings	MT	31,000
		The Journal News-Opinion	Chinook	MT	1,500
		Stillwater County News	Columbus	MT	1,841
		Cut Bank Pioneer, Shelby Promoter, The Valierian	Cut Bank	MT	3,300
		Dillon Tribune Examiner	Dillon	MT	2,438
		The Independent Press	Forsyth	MT	1,343
		Ranger Review	Glendive	MT	3,060

State	Total Circulation	Newspaper	City	State	Circulation
		Big Horn County New	Hardin	MT	1,741
		Havre Daily News	Havre	MT	4,263
		The Independent Record Editorial	Helena	MT	13,500
		Daily Inter Lake	Kalispel	MT	17,609
		Lewistown News-Argus	Lewistown	MT	3,333
		The Western News	Libby	MT	3,248
		Miles City Star	Miles City	MT	3,408
		Carbon County News	Red Lodge	MT	2,288
		West Yellowstone News	West Yellowstone	MT	1,500
Nebraska	134,730				
		Alliance Times-Herald	Alliance	NE	2,300
		Wahoo Newspaper/Ashland Gazette/Waverly News	Ashland	NE	8,119
		Beatrice Daily Sun	Beatrice	NE	5,200
		Papillion Times/Ralston Recorder	Bellevue	NE	9,075
		Custer County Chief	Broken Bow	NE	3,781
		Butte County Post	Chadron	NE	8,700
		Columbus Telegram	Columbus	NE	10,100
		Fremont Tribune	Fremont	NE	7,200
		Gothenburg Times	Gothenburg	NE	2,000
		Grand Island Independent	Grand Island	NE	17,500
		Journal - Register	Hebron	NE	1,500
		Kearney Hub	Kearney	NE	13,000
		Lexington Clipper-Herald	Lexington	NE	2,985
		McCook Daily Gazette	McCook	NE	5,000
		The Minden Courier	Minden	NE	2,239
		Nebraska City News-Press/Syracuse Journal-Democrat	Nebraska City	NE	4,364
		North Platte Telegraph	North Platte	NE	10,800
		Nebraska Journal Leader	Ponca	NE	1,045
		The Schuyler Sun	Schuyler	NE	1,782
		Star Herald	Scottsbluff	NE	15,300
		Sun - Telegraph	Sidney	NE	2,740
Nevada	36,645				
		The Humboldt Sun	Battle Mountain	NV	4,000
		Nevada Appeal	Carson City	NV	10,050
		Ely Times	Ely	NV	3,045
		Lincoln County Record	Ely	NV	2,000
		Lahontan Valley News	Fallon	NV	3,150
		The Record Courier	Gardnerville	NV	5,000
		Mineral County Independent News	Hawthorne	NV	1,500
		North Lake Tahoe Bonanza	Incline Village	NV	3,900
		Pahrump Valley Times	Pahrump	NV	3,000
		Tonopah Times-Bonanza/Goldfield News	Tonopah	NV	1,000
New Mexico	122,196				
		The Albuquerque Journal	Albuquerque	NM	78,000
		The Gallup Independent	Gallup	NM	22,000
		Los Alamos Monitor	Las Alamos	NM	5,582
		Las Vegas Optic	Las Vegas	NM	5,074
		The Lovington Daily Leader	Lovington	NM	2,040
		Roswell Daily Record	Roswell	NM	9,500
New York	95,329				
		Sullivan County Democrat	Callicoon	NY	7,000
		Genesee Country Express	Dansville	NY	2,000
		The Evening Telegram	Herkimer	NY	4,000
		Niagara Gazette Sunday	Lockport	NY	17,000
		The Daily Star	Oneonta	NY	10,908
		Cooperstown Crier	Oneonta	NY	1,811
		The Chronicle-Express	Penn Yan	NY	3,857
		Press-Republican	Plattsburgh	NY	16,643
		Southern Dutchess News	Wappingers Falls	NY	8,310
		Watertown Daily Times	Watertown	NY	23,800

State	Total Circulation	Newspaper	City	State	Circulation
North Carolina	307,819	Roanoke-Chowan News Herald	Ahoskie	NC	10,352
		The Stanly News & Press	Albemarle	NC	7,105
		Times-News	Burlington	NC	27,352
		The Sampson Independent	Clinton	NC	7,000
		The Herald Sun	Durham	NC	27,000
		The Daily Courier	Forest City	NC	8,000
		The Franklin Press	Franklin	NC	8,600
		The Gaston Gazette	Gastonia	NC	23,500
		The Daily Dispatch	Henderson	NC	8,000
		The Highlander	Highlands	NC	2,800
		The Daily News	Jacksonville	NC	15,200
		Independent Tribune	Kannapolis	NC	10,500
		Kinston Free Press	Kingson	NC	8,300
		Weekly Gazette	LaGrange	NC	1,492
		The Laurinburg Exchange	Laurinburg	NC	4,700
		News-Topic	Lenoir	NC	6,900
		The Dispatch - Lexington	Lexington	NC	7,500
		The Robesonian	Lumberton	NC	13,000
		The McDowell New	Marion	NC	4,500
		The News Herald	Morganton	NC	7,300
		The Stokes News	Mount Airy	NC	6,169
		Mt. Airy News	Mount Airy	NC	10,961
		The Sun Journal	New Bern	NC	11,800
		The Roanoke Beacon	Plymouth	NC	4,000
		Richmond County Daily Journal	Rockingham	NC	9,751
		The Sanford Herald	Sanford	NC	9,000
		Shelby Star	Shelby	NC	10,800
		The Pilot	Southern Pines	NC	15,000
		Spring Hope Enterprise	Spring Hope	NC	2,537
		Statesville Record & Landmark	Statesville	NC	9,200
		The News Reporter	Whiteville	NC	9,500
North Dakota	19,639	BHG Inc. Newspapers	Beulah	ND	10,389
		Devils Lake Journal	Devils Lake	ND	2,900
		Richland County News - Monitor	Hankinson	ND	1,400
		Valley City Times-Record	Valley City	ND	2,650
		The Daily News	Wahpeton	ND	2,300
Ohio	412,352	The Subarbanite	Akron	OH	24,000
		The Akron Beacon Journal	Akron	OH	86,000
		Ashland Times-Gazette	Ashland	OH	14,209
		Star Beacon	Ashtabula	OH	12,684
		The Herald	Athens	OH	30,000
		Gazette Publishing Company	Bellevue	OH	4,400
		The Bryan Times	Bryan	OH	8,200
		The Progressor-Times/Mohawk Leader	Carey	OH	3,400
		Crescent-News	Defiance	OH	15,500
		The Delaware Gazette	Delaware	OH	8,119
		The Daily Herald	Delphos	OH	3,400
		The Courier	Findlay	OH	18,900
		The Review Times	Fostoria	OH	2,700
		The Galion Inquirer	Galion	OH	3,045
		Gallipolis Daily Tribune	Gallipolis	OH	3,800
		Xenia - Greene County Division	Georgetown	OH	33,750
		The Register-Herald	Greenville	OH	25,900
		Madison Press	London	OH	5,074
		Marysville Journal -Tribune	Marysville	OH	6,000
		Richwood Gazette	Marysville	OH	2,000
		The Independent	Massillon	OH	8,500
		The Mount Gilead Weeklies	Mount Gilead	OH	8,221
		Northwest Signal	Napoleon	OH	4,000
		Norwalk Reflector	Norwalk	OH	9,000
		Putnam County Sentinel	Ottawa	OH	3,500
		The Daily Sentinel	Pomeroy	OH	2,018
		Portsmouth Daily Times	Portsmouth	OH	8,517
		Troy Daily News	Troy	OH	22,937

State	Total Circulation	Newspaper	City	State	Circulation
		Van Wert County Publications	Van Wert	OH	4,500
		Wapakoneta Daily News	Wapakoneta	OH	3,000
		Fulton County Expositor	Wauseon	OH	4,750
		Daily Record	Wooster	OH	22,328
Oklahoma	112,589				
		The Ada Evening News	Ada	OK	5,800
		Altus Times	Altus	OK	4,000
		The Daily Ardmoreite	Ardmore	OK	8,900
		Blackwell Journal Tribune	Blackwell	OK	2,000
		McIntosh County Democrat	Checotah	OK	1,900
		Express-Star	Chickasha	OK	3,116
		Daily Progress	Claremore	OK	4,309
		Cleveland American	Cleveland	OK	2,537
		The Duncan Banner	Duncan	OK	4,668
		Durant Daily Democrat	Durant	OK	6,800
		The Edmond Sun	Edmond	OK	2,736
		Elk City Daily News	Elk City	OK	5,000
		Indian Journal	Eufaula	OK	2,500
		Fort Gibson Times	Fort Gibson	OK	1,045
		Frederick Leader	Frederick	OK	1,045
		The Grove Sun	Grove	OK	2,800
		Guymon Daily Herald	Guymon	OK	2,537
		McCurtain Daily Gazette	Idabel	OK	7,450
		Delaware County Journal	Jay	OK	2,000
		Miami News-Record	Miami	OK	4,200
		Pauls Valley Daily Democrat	Pauls Valley	OK	1,965
		The Perkins Journal	Perkins	OK	3,451
		Poteau Daily News	Poteau	OK	4,000
		The Daily Times	Pryor	OK	2,061
		Eastern Times Register	Roland	OK	1,500
		Shawnee News-Star	Shawnee	OK	10,352
		Stilwell Democrat Journal	Stilwell	OK	3,947
		Tahlequah Daily Press	Tahlequah	OK	3,589
		Vian Tenkiller News	Vian	OK	3,000
		Woodward News	Woodward	OK	3,381
Oregon	104,477				
		Baker City Herald	Baker City	OR	3,000
		Curry Coastal Pilot	Brookings	OR	6,000
		Burns Times-Herald	Burns	OR	3,045
		Wallowa County Chieftain	Enterprise	OR	2,600
		The Hermiston Herald	Hermiston	OR	3,010
		Blue Mountain Eagle	John Day	OR	2,763
		Herald And News	Klamath Falls	OR	17,253
		The Observer	La Grande	OR	6,400
		The Madras Pioneer	Madras	OR	3,500
		Mail Tribune	Medford	OR	28,600
		East Oregonian	Pendleton	OR	8,006
		Central Oregonian	Prineville	OR	3,300
		The News Review	Roseburg	OR	17,000
Pennsylvania	135,556				
		Corry Evening Journal	Corry	PA	3,755
		The Echo-Pilot	Greencastle	PA	2,537
		The Wayne Independent	Honesdale	PA	4,060
		The Kane Republican	Kane	PA	2,040
		(The Susquehanna County) Independent	Montrose	PA	3,755
		Derrick Publishing Co.	Oil City	PA	23,880
		Republican-Herald	Pottsville	PA	23,500
		The Spirit	Punxsutawney	PA	3,900
		The Ridgway Record	Ridgway	PA	3,146
		The News Item	Shamokin	PA	9,200
		The News-Chronicle	Shippensburg	PA	4,770
		The Daily Press	St. Marys	PA	4,973
		The Pocono Record	Stroudsburg	PA	13,000
		The Daily Item	Sunbury	PA	16,500
		The Daily Review	Towanda	PA	9,540
		The Record Herald	Waynesboro	PA	7,000

State	Total Circulation	Newspaper	City	State	Circulation
South Carolina	129,954	The People-Sentinel	Barnwell	SC	6,000
		Marlboro Herald - Advocate	Bennettsville	SC	7,104
		Bluffton Today	Bluffton	SC	12,500
		Morning News	Florence	SC	23,000
		Hampton County Guardian	Hampton	SC	4,990
		The Messenger	Hartsville	SC	9,511
		The Lancaster News	Lancaster	SC	13,930
		The Newberry Observer & Herald & News	Newberry	SC	5,000
		The Times And Democrat	Orangeburg	SC	11,000
		The Pickens Sentinel	Pickens	SC	4,600
		Jasper County Sun Times	Ridgeland	SC	1,324
		The Daily Journal / Messenger	Seneca	SC	9,000
		The Item	SUMTER	SC	12,500
		The Union Daily Times	Union	SC	6,495
		The Herald Independent	Winnsboro	SC	3,000
South Dakota	26,495	American News	Aberdeen	SD	11,700
		Central Dakota Times	Chamberlain	SD	2,438
		Leader-Courier	Elk Point	SD	1,200
		Independent Publishing	Lennox	SD	2,600
		Daily Press and Dakotan	Yankton	SD	8,557
Tennessee	203,479	The Daily Post-Athenian	Athens	TN	9,700
		Bolivar Bulletin-Times	Bolivar	TN	1,878
		Brownsville States-Graphic	Brownsville	TN	2,500
		Carroll County News-Leader	Camden	TN	2,500
		The Camden Chronicle	Camden	TN	3,000
		Cleveland Daily Banner	Cleveland	TN	15,000
		Crossville Chronicle	Crossville	TN	7,899
		The Herald - News	Dayton	TN	5,683
		The Tri-City Reporter	Dyer	TN	1,500
		The State Gazette	Dyersburg	TN	4,500
		The Greeneville Sun	GREENEVILLE	TN	13,300
		Chester County Independent	Henderson	TN	3,200
		Humboldt Chronicle	Humboldt	TN	2,500
		The Standard Banner	Jefferson City	TN	6,965
		Herald & Tribune	Jonesborough	TN	4,400
		Macon County Times	Lafayette	TN	4,400
		The Hartsville Vidette	Lebanon	TN	2,500
		The News-Herald	Lenoir City	TN	5,836
		The Daily Times	Maryville	TN	18,000
		Southern Standard	McMinnville	TN	9,950
		The Oak Ridger	Oak Ridge	TN	8,119
		The Pulaski Citizen	Pulaski	TN	7,500
		Independent Appeal	Selmer	TN	7,104
		Shelbyville Times Gazette	Shelbyville	TN	10,945
		Smithville Review	Smithville	TN	3,500
		The Advocate & Democrat	Sweetwater	TN	5,300
		Claiborne Progress	Tazewell	TN	5,000
		Lakeway Publisher, Inc	Tullahoma	TN	22,200
		The Wayne County News	Waynesboro	TN	5,000
		Cannon Courier	Woodbury	TN	3,600
Texas	592,181	Nueces Co. Record Star	Alice	TX	4,000
		Alice Echo News-Journal	Alice	TX	4,567
		The Freer Press	Alice	TX	1,542
		Athens Daily Review	Athens	TX	3,724
		Northeast Texas Publishing	Atlanta	TX	7,700
		The Bay City Tribune	Bay City	TX	4,000
		Baytown Sun	Baytown	TX	7,000
		Big Spring Herald	Big Spring	TX	4,000
		Borger News-Herald	Borger	TX	3,500
		The Bowie News	Bowie	TX	3,500
		Graham Newspapers	Breckenridge	TX	9,476

State	Total Circulation	Newspaper	City	State	Circulation
		The Banner - Press	Brenham	TX	6,597
		The Brownsville Herald	Brownsville	TX	9,633
		Brownwood Bulletin	Brownwood	TX	6,250
		Bryan-College Station Eagle	Bryan	TX	15,000
		The Canyon News	Canyon	TX	2,000
		Cleburne Times-Review and Mineral Wells Index	Cleburne	TX	8,932
		Clifton Record	Clifton	TX	2,300
		The Comfort News	Comfort	TX	1,000
		Corrigan Times	Corrigan	TX	1,194
		Houston County Courier	Crockett	TX	5,176
		Cuero Record/Yorktown News	Cuero	TX	5,100
		The Dalhart Texan	Dalhart	TX	1,700
		Edinburg Review	Edinburg	TX	20,000
		Jackson County Herald Tribune	Edna	TX	3,600
		El Campo Leader - News	El Campo	TX	5,200
		The Eldorado Success	Eldorado	TX	2,288
		The Fairfield Recorder	Fairfield	TX	3,000
		Fredericksburg Standard-Radio Post	Fredericksburg	TX	8,500
		Gainesville Daily Register	Gainesville	TX	4,700
		Galveston County Daily News	Galveston	TX	21,000
		Glen Rose Reporter	Glen Rose	TX	2,000
		Greenville Herald-Banner	Greenville	TX	5,618
		Groveton News	Groveton	TX	1,940
		Valley Morning Star	Harlingen	TX	14,788
		Robertson County Newspapers	Hearne	TX	4,600
		Sabine County Reporter	Hemphill	TX	3,045
		Henderson Daily News	Henderson	TX	6,219
		Hereford Brand	Hereford	TX	2,400
		The Huntsville Item	Huntsville	TX	3,850
		Jacksonville Daily Progress	Jacksonville	TX	2,200
		Kerrville Daily Times	Kerrville	TX	9,000
		Kingsville Record	Kingsville	TX	5,000
		Lamesa Press-Reporter	Lamesa	TX	3,050
		Levelland And Hockley County News-Press	Levelland	TX	4,900
		Polk County Enterprise	Livingston	TX	8,322
		Longview News Journal	Longview	TX	30,090
		Lubbock Avalanche-Journal	Lubbock	TX	21,250
		The Lufkin Daily News	Lufkin	TX	11,800
		The Monitor	Mabank	TX	3,500
		Marshall News Messenger	Marshall	TX	7,650
		The Monitor	McAllen	TX	27,998
		Meridian Tribune	Meridian	TX	1,800
		The Mexia Daily News/Hubbard City News	Mexia	TX	2,400
		Midland Reporter-Telegram	Midland	TX	13,000
		The Daily Tribune	Mt. Pleasant	TX	5,000
		Muleshoe Journal	Muleshoe	TX	1,500
		The Daily Sentinel	Nacogdoches	TX	8,000
		New Braunfels Herald-Zeitung	New Braunfels	TX	10,700
		Odessa American	Odessa	TX	13,000
		Palestine Herald - Press	Palestine	TX	5,096
		The Pampa News	Pampa	TX	3,100
		Pittsburg Gazette & Steel Country Bee	Pittsburg	TX	4,900
		Plainview Daily Herald	Plainview	TX	3,500
		The Port Lavaca Wave	Port Lavaca	TX	4,567
		Raymondville Chronicle/Willacy County News	Raymondville	TX	2,500
		Rockport Pilot	Rockport	TX	4,200
		San Marcos Daily Record	San Marcos	TX	3,400
		Seguin Gazette-Enterprise	Seguin	TX	6,597
		San Jacinto News-Times	Shepherd	TX	2,239
		The Snyder Daily News	Snyder	TX	5,582
		The Coastal Current Weekly	South Padre Island	TX	31,450
		Stephenville Empire-Tribune	Stephenville	TX	4,400
		Sweetwater Reporter	Sweetwater	TX	2,500
		The Teague Chronicle	Teague	TX	2,537
		Trinity Standard	Trinity	TX	2,388
		The Vernon Daily Record	Vernon	TX	4,669
		Waco Tribune - Herald	Waco	TX	37,000
		Waxahachie Daily Light	Waxahachie	TX	4,700
		Mid Valley Town Crier	Weslaco	TX	22,600

State	Total Circulation	Newspaper	City	State	Circulation
		Wharton Journal - Spectator	Wharton	TX	4,200
		Van Zandt News	Wills Point	TX	5,400
		Tyler County Booster	Woodville	TX	3,857
Utah	19,000				
		Sun-Advocate	Price	UT	5,800
		Richfield Reaper	Richfield	UT	5,700
		Tooele Transcript Bulletin	Tooele	UT	7,500
Vermont	25,158				
		Bennington Banner	Bennington	VT	5,200
		Battleboro Reformer	Battleboro	VT	7,000
		The Newport Daily Express	Newport	VT	3,969
		St. Albans Messenger	St. Albans	VT	6,089
		Deerfield Valley News	West Dover	VT	2,900
Virginia	157,931				
		Smyth County News & Mess., Clinch Valley News & WA County News	Abingdon	VA	7,475
		Bedford Bulletin	Bedford	VA	7,500
		Bristol Herald Courier	Bristol	VA	30,000
		Wytheville Enterprise, Floyd Press & Bland Messenger	Floyd	VA	11,250
		The Gazette	Galax	VA	8,000
		Page News and Courier	Harrisonburg	VA	7,815
		Shenandoah Valley-Herald	Harrisonburg	VA	3,700
		Valley Banner	Harrisonburg	VA	3,900
		Daily News-Record	Harrisonburg	VA	24,000
		The Carroll News	Hillsville	VA	6,766
		The News - Gazette	Lexington	VA	8,000
		Richlands News-Press	Richlands	VA	3,025
		The Gazette-Virginian	South Boston	VA	9,500
		Northern Virginia Daily	Strasburg	VA	10,000
		The Winchester Star	Winchester	VA	17,000
Washington	51,024				
		The Dispatch & Monroe Monitor	Eatonville	WA	5,000
		Daily Record	Ellensburg	WA	6,268
		Grandview Herald	Grandview	WA	2,040
		The (Omak-Okanogan County) Chronicle	Omak	WA	5,771
		Record Bulletin	Prosser	WA	3,045
		Daily Sun News	Sunnyside	WA	2,900
		Yakima Herald-Republic	Yakima	WA	26,000
West Virginia	38,223				
		Gilbert Times	Gilbert	WV	1,700
		Lincoln Journal	Hamlin	WV	1,000
		Ritchie Gazette	Harrisville	WV	3,857
		Mineral Daily News Tribune	Keyser	WV	4,200
		Montgomery Herald	Montgomery	WV	1,100
		The Fayette Tribune	Oak Hill	WV	1,300
		Independent Herald	Pineville	WV	2,000
		Princeton Times	Princeton	WV	5,200
		Point Pleasant Register	Pt. Pleasant	WV	2,135
		The Star Herald	Ravenswood	WV	12,179
		Braxton Democrat-Central	Sutton	WV	3,552
Wisconsin	129,072				
		Amery Free Press/Barren News Shield	Amery	WI	11,000
		The Daily Press	Ashland	WI	6,000
		Daily Citizen	Beaver Dam	WI	7,950
		Jackson County Chronicle	Black River Falls	WI	1,500
		The Chetek Alert	Chetek	WI	2,900
		Cumberland Advocate	Cumberland	WI	2,139
		Vilas County News - Review	Eagle River	WI	6,120
		Daily Jefferson County Union	Fort Atkinson	WI	7,300
		Sawyer County Record	Hayward	WI	4,776
		The Janesville Gazette	Janesville	WI	16,935
		Grant County Herald Independent	Lancaster	WI	3,400

State	Total Circulation	Newspaper	City	State	Circulation
		Eagle Herald	Marinette	WI	9,000
		Juneau County Star-Times	Mauston	WI	2,210
		The Monroe Times	Monroe	WI	5,074
		Osceola Sun	Osceola	WI	2,139
		The Park Falls Herald	Park Falls	WI	1,600
		Price County Publications	Phillips	WI	2,500
		The Platteville Journal	Platteville	WI	3,900
		Portage Daily Register	Portage	WI	4,400
		Baraboo News Republic	Portage	WI	3,950
		Reedsburg Times Press	Reedsburg	WI	800
		The Sauk Prairie Eagle	Sauk City	WI	1,650
		Spooner Advocate	Spooner	WI	4,229
		The County Journal	Washburn	WI	1,900
		Times Publishing Company	Watertown	WI	8,050
		The Waushara Argus	Wautoma	WI	5,500
		Wisconsin Dells Events	Wisconsin Dells	WI	2,150
Wyoming	59,238	Casper Star-Tribune	Casper	WY	16,200
		Douglas Budget	Douglas	WY	5,500
		The News-Record	Gillette	WY	7,000
		Journal / Ranger	Landers	WY	9,591
		The Powell Tribune	Powell	WY	3,045
		Daily Rocket-Miner	Rock Sprints	WY	7,000
		Sheridan Press	Sheridan	WY	5,200
		The Sundance Times	Sundance	WY	1,642
		Northern Wyoming Daily News	Worland	WY	4,060
Total Circulation	5,988,080				

Source: APCT newspaper carrier list and circulation December 2015

Parade Circulation

Newspapers by State

Effective January 3, 2016

State	Circulation	% Cov	Newspaper Name	City	State	Circulation
Alabama	322,619	17%	The Anniston Star	Anniston	AL	16,892
			The Athens News Courier	Athens	AL	5,935
			The Birmingham News	Birmingham	AL	103,741
			The Cullman Times	Cullman	AL	7,798
			The Dothan Eagle	Dothan	AL	22,637
			The Gadsden Times	Gadsden	AL	13,750
			The Huntsville Times	Huntsville	AL	43,618
			Press-Register	Mobile	AL	73,232
			The Daily Home	Talladega	AL	6,867
			The Tuscaloosa News	Tuscaloosa	AL	28,149
Arkansas	172,345	15%	Daily Siftings Herald	Arkadelphia	AR	1,506
			Blytheville Courier News	Blytheville	AR	2,100
			Camden News	Camden	AR	2,371
			Log Cabin Democrat	Conway	AR	6,530
			Sunday News	El Dorado	AR	5,326
			The Daily World	Helena	AR	1,783
			Hope Star	Hope	AR	1,279
			AR Democrat - Little Rock	Little Rock	AR	147,909
			Magnolia Banner-News	Magnolia	AR	2,209
Stuttgart Daily Leader	Stuttgart	AR	1,332			
Arizona	303,264	12%	Verde Independent & The Bugle	Cottonwood	AZ	3,085
			Arizona Daily Sun	Flagstaff	AZ	8,489
			The Kingman Daily Miner	Kingman	AZ	6,779
			Today's News-Herald	Lake Havasu	AZ	12,394
			East Valley Tribune	Mesa/Scottsdale	AZ	139,513
			The Daily Courier	Prescott	AZ	13,665
			News-Sun	Sun City	AZ	5,288
			The Arizona Daily Star	Tucson	AZ	100,443
			The Sun	Yuma	AZ	13,608
California	2,442,427	19%	The Bakersfield Californian	Bakersfield	CA	37,920
			Daily Republic	Fairfield	CA	16,456
			Fremont Argus	Fremont	CA	12,571
			The Fresno Bee	Fresno	CA	104,622
			The Sentinel	Hanford	CA	6,436
			Daily Review	Hayward	CA	14,756
			Lompoc Record	Lompoc	CA	2,670
			Los Angeles Times	Los Angeles	CA	721,578
			Merced Sun-Star	Merced	CA	13,261
			The Modesto Bee	Modesto	CA	57,046
			Register	Napa	CA	10,531
			Oakland Tribune	Oakland	CA	18,180
			Antelope Valley Press	Palmdale	CA	16,593
			Recorder	Porterville	CA	5,375
			Record Searchlight	Redding	CA	19,385
			Daily Independent	Ridgecrest	CA	4,472
			The Press Enterprise	Riverside	CA	131,531
			The Sacramento Bee	Sacramento	CA	217,369
			The San Diego Union-Tribune	San Diego	CA	244,584
			San Jose Mercury News	San Jose	CA	149,018
			The Tribune	San Luis Obispo	CA	18,162
			San Mateo County Times	San Mateo	CA	12,809
			Marin Independent Journal	San Rafael	CA	21,034
			The Orange County Register	Santa Ana	CA	269,255
			Santa Barbara News-Press	Santa Barbara	CA	21,245
			Santa Maria Times	Santa Maria	CA	9,139
			The Press Democrat	Santa Rosa	CA	51,317
			The Union Democrat	Sonoma	CA	9,998
			The Record	Stockton	CA	29,336
			Ventura County Star	Ventura	CA	54,345
			Daily Press	Victorville	CA	20,044

State	Circulation	% Cov	Newspaper Name	City	State	Circulation
			Contra Costa Daily News	Walnut Creek	CA	117,164
			Siskiyou Daily News	Yreka	CA	4,225
Colorado	478,634	23%				
			Sunday Camera	Boulder	CO	19,889
			Canon City Daily Record	Canon City	CO	3,172
			The Gazette	Colorado Springs	CO	60,175
			The Denver Post	Denver	CO	301,125
			The Daily Sentinel	Grand Junction	CO	23,637
			Times-Call	Longmont	CO	11,694
			Reporter-Herald	Loveland	CO	16,137
			Montrose Daily Press	Montrose	CO	4,969
			The Pueblo Chieftain	Pueblo	CO	35,674
			The Chronicle-News	Trinidad	CO	2,162
Connecticut	249,181	18%				
			Connecticut Post	Bridgeport	CT	43,632
			The News-Times	Danbury	CT	18,122
			Time	Greenwich	CT	5,989
			Record-Journal	Meriden	CT	14,781
			The Middletown Press	Middletown	CT	2,363
			Herald Press	New Britain	CT	8,163
			New Haven Register	New Haven	CT	60,448
			The Day	New London	CT	23,343
			Bulletin	Norwich	CT	14,950
			The Advocate	Stamford	CT	11,134
			The Register Citizen	Torrington	CT	2,935
			Republican	Waterbury	CT	43,321
Washington DC	574,803	197%				
			The Washington Post	Washington	DC	574,803
Delaware	14,369	4%				
			State News Sunday	Dover	DE	14,369
Florida	1,781,974	23%				
			Bradenton Herald	Bradenton	FL	37,420
			Citrus County Chronicle	Crystal River	FL	23,782
			News-Journal	Daytona Beach	FL	76,953
			Northwest Florida Daily News	Ft Walton Beach	FL	25,139
			The Gainesville Sun	Gainesville	FL	34,520
			Florida Times-Union	Jacksonville	FL	98,014
			The Ledger	Lakeland	FL	54,022
			Daily Commercial	Leesburg	FL	14,374
			Live Oak Suwannee Democrat	Live Oak	FL	3,882
			The Miami Herald	Miami	FL	160,734
			Daily News	Naples/Bonita	FL	61,253
			Star-Banner	Ocala	FL	34,646
			Orlando Sentinel	Orlando	FL	230,034
			The News Herald	Panama City	FL	21,564
			Washington County News	Panama City/Weeklies	FL	24,947
			Herald-Tribune	Sarasota	FL	89,061
			St. Augustine Record	St Augustine	FL	16,160
			Tampa Bay Times	St Petersburg	FL	350,003
			Treasure Coast News	Stuart	FL	76,757
			The Tampa Tribune	Tampa	FL	186,366
			Daily Sun	The Villages	FL	52,381
			The Palm Beach Post	West Palm Beach	FL	109,962
Georgia	518,849	14%				
			Athens Banner-Herald	Athens	GA	13,897
			The Atlanta Journal-Constitution	Atlanta	GA	295,285
			The Augusta Chronicle	Augusta	GA	46,274
			Columbus Ledger-Enquirer	Columbus	GA	30,725
			Daily Citizen	Dalton	GA	11,000
			LaGrange Daily News	LaGrange	GA	5,355
			The Telegraph	Macon	GA	41,086
			The Milledgeville Union-Recorder	Milledgeville	GA	6,505
			The Moultrie Observer	Moultrie	GA	4,225
			Savannah Morning News	Savannah	GA	40,305
			Thomasville Times-Enterprise	Thomasville	GA	6,414
			The Tifton Gazette	Tifton	GA	4,555
			The Valdosta Daily Times	Valdosta	GA	13,223

<u>State</u>	<u>Circulation</u>	<u>% Cov</u>	<u>Newspaper Name</u>	<u>City</u>	<u>State</u>	<u>Circulation</u>
Document Page 159 of 199						
Iowa	222,704	18%	The Tribune	Ames	IA	9,497
			The Gazette	Cedar Rapids	IA	47,391
			Clinton Herald	Clinton	IA	7,074
			Quad-City Times	Davenport	IA	43,364
			The Messenger	Fort Dodge	IA	13,714
			Knoxville Journal Express	Knoxville	IA	1,802
			Times-Republican	Marshalltown	IA	6,983
			Globe-Gazette	Mason City	IA	13,838
			Muscatine Journal	Muscatine	IA	4,218
			Oskaloosa Herald	Oskaloosa	IA	2,220
			The Ottumwa Courier	Ottumwa	IA	8,643
			Sioux City Journal	Sioux City	IA	27,551
			The Courier	Waterloo	IA	36,409
Idaho	149,186	25%	Idaho Statesman	Boise	ID	52,623
			Post Register	Idaho Falls	ID	19,751
			Lewiston Morning Tribune	Lewiston/Clarkson	ID	21,537
			Idaho Press-Tribune	Nampa/Caldwell	ID	21,901
			Idaho State Journal	Pocatello	ID	14,495
			Standard Journal	Rexburg	ID	3,569
			The Times-News	Twin Falls	ID	15,310
Illinois	1,098,232	22%	The Telegraph	Alton	IL	14,479
			Belleville News-Democrat	Belleville	IL	41,218
			The Pantagraph	Bloomington	IL	31,420
			The Daily Ledger	Canton	IL	3,272
			The Southern Illinoisan	Carbondale	IL	25,212
			Carmi Times	Carmi	IL	2,404
			The News-Gazette	Champaign/Urbana	IL	42,317
			Chicago Tribune	Chicago	IL	617,332
			Commercial News	Danville	IL	11,100
			Herald & Review	Decatur	IL	33,426
			Edwardsville Intelligencer	Edwardsville	IL	4,132
			Effingham Daily News	Effingham	IL	9,564
			Daily Journal	Eldorado	IL	500
			The Journal Standard	Freeport	IL	7,101
			The Register-Mail	Galesburg	IL	9,772
			Daily Register	Harrisburg	IL	2,125
			Jacksonville Journal-Courier	Jacksonville	IL	8,858
			Daily Journal	Kankakee	IL	24,368
			Star Courier	Kewanee	IL	3,438
			The Macomb Journal	Macomb	IL	2,898
			Dispatch/Rock Island Argus	Moline	IL	31,894
			Daily Review Atlas	Monmouth	IL	1,419
			Mt. Vernon Register-News	Mount Vernon	IL	5,594
			Daily Mail	Olney	IL	2,653
			Pekin Daily Times	Pekin	IL	5,492
			Journal Star	Peoria	IL	55,016
			Daily Leader	Pontiac	IL	2,500
			Quincy Herald-Whig	Quincy	IL	18,291
			Register Star & Yes	Rockford	IL	41,549
			The State Journal-Register	Springfield	IL	38,888
Indiana	420,189	17%	The Herald Bulletin	Anderson	IN	16,819
			The Batesville Herald Tribune	Batesville	IN	2,274
			The Herald Times	Bloomington/Bedford	IN	28,399
			The Republic	Columbus	IN	15,671
			Evansville Courier & Press	Evansville	IN	53,354
			The Journal Gazette	Fort Wayne	IN	70,286
			Daily Journal	Franklin	IN	12,163
			The Goshen News	Goshen	IN	8,440
			Daily Reporter	Greenfield	IN	7,083
			Greensburg News	Greensburg	IN	3,592
			Kokomo Tribune	Kokomo	IN	17,311
			The Lebanon Reporter	Lebanon	IN	4,217
			Pharos-Tribune	Logansport	IN	8,220
			Reporter-Times	Mooreville/Decatur	IN	2,522
			Times Of Northwest Indiana	Munster/Lake Co/Valp	IN	73,625

<u>State</u>	<u>Circulation</u>	<u>% Cov</u>	<u>Newspaper Name</u>	<u>City</u>	<u>State</u>	<u>Circulation</u>
			The Evening News & The Tribune	New Albany	IN	9,305
			Rushville Republican	Rushville	IN	2,338
			The Tribune	Seymour	IN	5,308
			South Bend Tribune	South Bend	IN	61,447
			Tribune-Star	Terre Haute	IN	17,815
Kansas	202,890	18%				
			Daily Gazette	Augusta	KS	3,050
			Dodge City Globe	Dodge City	KS	3,137
			The Garden City Telegram	Garden City	KS	5,200
			The Hays Daily News	Hays	KS	7,457
			Hutchinson News	Hutchinson	KS	22,290
			Journal World	Lawrence	KS	14,010
			The Manhattan Mercury	Manhattan	KS	7,760
			McPherson Sentinel	McPherson	KS	2,505
			Kansas	Newton	KS	4,200
			The Ottawa Herald	Ottawa	KS	4,072
			Morning Sun	Pittsburg	KS	5,094
			The Pratt Tribune	Pratt	KS	1,550
			Salina Journal	Salina	KS	21,192
			Topeka Capital-Journal	Topeka	KS	28,186
			Wellington News	Wellington	KS	1,600
			The Wichita Eagle	Wichita	KS	71,587
Kentucky	201,573	12%				
			The Independent	Ashland	KY	11,892
			Kentucky Standard	Bardstown	KY	8,425
			Daily News	Bowling Green	KY	19,599
			Corbin Times-Tribune	Corbin	KY	4,682
			The Kentucky Advocate	Danville	KY	7,174
			The News Enterprise	Elizabethtown	KY	14,640
			The Glasgow Daily Times	Glasgow	KY	6,182
			The Gleaner	Henderson	KY	7,535
			Kentucky New Era	Lexington	KY	6,944
			Herald-Leader	Lexington	KY	85,310
			The London Sentinel-Echo	London	KY	7,800
			The Ledger Independent	Maysville	KY	5,337
			Richmond Register	Richmond	KY	5,873
			Commonwealth Journal	Somerset	KY	7,261
			The Winchester Sun	Winchester	KY	2,919
Louisiana	263,082	15%				
			Bastrop Daily Enterprise	Bastrop	LA	2,294
			The Advocate	Baton Rouge	LA	108,662
			Beauregard Daily News	Deridder	LA	1,797
			The Courier	Houma	LA	13,839
			American Press	Lake Charles	LA	27,421
			The Leesville Daily Leader	Leesville	LA	1,407
			The Times-Picayune	New Orleans	LA	106,452
			Southwest Daily News	Sulphur	LA	1,210
Massachusetts	614,996	24%				
			Boston Sunday Globe	Boston	MA	278,880
			The Enterprise	Brockton	MA	20,823
			Herald News	Fall River	MA	12,691
			Metrowest Daily News	Framingham	MA	16,541
			Gloucester Daily Times	Gloucester	MA	5,847
			Sunday Cape Cod Times	Hyannis/Cape Cod	MA	31,782
			Milford Daily News	Milford	MA	5,237
			Sunday Standard-Times	New Bedford	MA	18,715
			The Daily News Of Newburyport	Newburyport	MA	7,737
			Eagle tribune	North Andover	MA	26,730
			Patriot Ledger	Quincy	MA	33,626
			Salem News	Salem	MA	15,095
			Republican	Springfield	MA	79,173
			Taunton Daily Gazette	Taunton	MA	5,483
			Sunday Telegram	Worcester	MA	56,636
Maryland	390,854	18%				
			Annapolis Gazette	Annapolis	MD	5,000
			The Capital	Annapolis	MD	30,566
			The Sun	Baltimore	MD	244,182
			Cumberland Times-News	Cumberland	MD	20,561

State	Circulation	% Cov	Newspaper Name	City	State	Circulation
			Star-Democrat	Easton	MD	15,764
			News-Post	Frederick	MD	26,829
			The Herald-Mail Newspapers	Hagerstown	MD	26,742
			Carroll County Times	Westminster	MD	21,210
Maine	94,568	17%				
			Kennebec Journal	Augusta	ME	8,347
			Sun Journal	Lewiston	ME	21,332
			Maine Sunday Telegram	Portland	ME	54,674
			Morning Sentinel	Waterville	ME	10,215
Michigan	598,856	15%				
			The Daily Telegram	Adrian	MI	11,407
			Ann Arbor.Com	Ann Arbor	MI	25,671
			Huron Daily Tribune	Bad Axe	MI	4,490
			The Bay City Times	Bay City	MI	23,781
			Tribune	Cheboygan	MI	4,239
			Reporter	Coldwater	MI	3,839
			Press & Guide	Dearborn	MI	13,390
			The Flint Journal	Flint	MI	47,243
			Gaylord Herald-Times	Gaylord	MI	4,083
			The Grand Rapids Press	Grand Rapids	MI	104,674
			Daily News	Hillsdale	MI	4,125
			Sentinel	Holland	MI	15,166
			Sentinel-Standard	Ionia	MI	1,662
			Citizen Patriot	Jackson	MI	19,818
			Kalamazoo Gazette	Kalamazoo	MI	37,601
			The County Press	Lapeer	MI	9,251
			The Mining Journal	Marquette	MI	11,596
			The Midland Daily News	Midland	MI	11,506
			The Monroe News	Monroe	MI	16,049
			The Macomb Daily	Mount Clemens	MI	38,889
			Morning Sun	Mount Pleasant	MI	8,458
			The Muskegon Chronicle	Muskegon	MI	24,970
			Petoskey News-Review	Petoskey	MI	7,791
			The Oakland Press	Pontiac	MI	37,287
			The Daily Tribune	Royal Oak	MI	4,534
			The Saginaw News	Saginaw	MI	26,103
			The Evening News	Sault Ste. Marie	MI	5,012
			The News-Herald	Southgate	MI	51,217
			Journal	Sturgis	MI	4,781
			Record-Eagle	Traverse City	MI	20,223
Minnesota	785,354	37%				
			The Bemidji Pioneer	Bemidji	MN	6,534
			Brainerd Dispatch	Brainerd	MN	12,339
			Crookston Daily Times	Crookston	MN	1,149
			Duluth News-Tribune	Duluth	MN	33,776
			The Free Press	Mankato	MN	16,874
			Star Tribune	Minneapolis	MN	436,349
			The Journal	New Ulm	MN	6,385
			Red Wing Republican Eagle	Red Wing	MN	5,245
			Pioneer Press	St Paul	MN	241,172
			West Central Tribune	Willmar	MN	11,208
			Winona Daily News	Winona	MN	8,236
			Daily Globe	Worthington	MN	6,087
Missouri	581,330	24%				
			Boonville Daily News	Boonville	MO	1,268
			Lake Sun Leader	Camdenton	MO	5,105
			Southeast Missourian	Cape Girardeau	MO	12,092
			The Carthage Press	Carthage	MO	1,589
			Constitution-Tribune	Chillicothe	MO	2,770
			Missourian	Columbia	MO	4,100
			The Daily Statesman	Dexter	MO	2,003
			The Fulton Sun	Fulton	MO	3,520
			Courier-Post	Hannibal	MO	4,304
			News Tribune	Jefferson City	MO	16,702
			The Joplin Globe	Joplin	MO	21,797
			The Kansas City Star	Kansas City	MO	231,158
			Kirksville Daily Express	Kirksville	MO	3,174
			The Mexico Ledger	Mexico	MO	3,659
			Monitor Index/Democrat	Moberly	MO	3,213

<u>State</u>	<u>Circulation</u>	<u>% Cov</u>	<u>Newspaper Name</u>	<u>City</u>	<u>State</u>	<u>Circulation</u>
			Neosho Daily News	Neosho	MO	2,039
			Weekend Herald-Tribune	Nevada	MO	4,200
			Daily Journal	Park Hills	MO	4,782
			Daily American Republic	Poplar Bluff	MO	8,424
			Rolla Daily News	Rolla	MO	3,243
			Democrat	Sedalia	MO	5,340
			Standard Democrat	Sikeston	MO	4,557
			St. Joseph News-Press	St Joseph	MO	25,064
			St. Louis Post-Dispatch	St Louis	MO	201,413
			Daily Guide	Waynesville	MO	814
			West Plains Daily Quill	West Plains	MO	5,000
Mississippi	110,489	10%				
			Sun Herald	Biloxi/Gulfport	MS	28,268
			The Clarksdale Press Register	Clarksdale	MS	1,800
			The Commercial Dispatch	Columbus	MS	11,878
			Delta Democrat Times	Greenville	MS	6,116
			The Greenwood Commonwealth	Greenwood	MS	5,394
			Chronicle	Laurel	MS	7,579
			Enterprise-Journal	Mc Comb	MS	8,798
			The Meridian Star	Meridian	MS	9,750
			Northeast Mississippi Daily Journal	Tupelo	MS	30,906
Montana	105,978	25%				
			Billings Gazette	Billings	MT	33,043
			Bozeman Daily Chronicle	Bozeman	MT	14,693
			Montana Standard	Butte	MT	9,284
			Helena Independent Record	Helena	MT	10,448
			Daily Inter Lake	Kalispell	MT	15,353
			Missoulian	Missoula	MT	23,157
North Carolina	743,317	19%				
			Albemarle Stanley News & Press	Albemarle	NC	7,378
			The Courier Tribune	Asheboro	NC	9,729
			Times-News	Burlington	NC	18,472
			The Chapel Hill News	Chapel Hill	NC	17,033
			The Charlotte Observer	Charlotte	NC	157,598
			The Durham News	Durham	NC	58,673
			The Fayetteville Observer	Fayetteville	NC	46,575
			Gaston Gazette	Gastonia	NC	19,414
			Goldsboro News-Argus	Goldsboro	NC	15,000
			The News & Record	Greensboro	NC	65,154
			The Daily Reflector	Greenville	NC	16,472
			Times-News	Hendersonville	NC	11,080
			News	Jacksonville	NC	13,562
			Free Press	Kinston	NC	7,822
			My. Airy News	Mr. Airy	NC	5,775
			Sun-Journal	New Bern	NC	12,110
			The News & Observer	Raleigh	NC	144,645
			The Star	Shelby	NC	7,957
			The Pilot	Southern Pines	NC	13,319
			Star-News	Wilmington	NC	38,099
			Winston-Salem Journal	Winston-Salem	NC	57,450
North Dakota	115,401	38%				
			Tribune	Bismarck	ND	23,821
			Devils Lake Daily Journal	Devils Lake	ND	2,761
			The Dickinson Press	Dickinson	ND	6,313
			The Forum	Fargo	ND	41,903
			Grand Forks Herald	Grand Forks	ND	22,582
			The Jamestown Sun	Jamestown	ND	4,568
			Minot Daily News	Minot	ND	13,453
Nebraska	233,789	31%				
			Sun	Beatrice	NE	4,111
			Telegram	Columbus	NE	7,017
			The Grand Island Independent	Grand Island	NE	17,066
			Journal Star	Lincoln	NE	53,011
			Norfolk Daily News	Norfolk	NE	12,901
			Sunday World-Herald	Omaha	NE	136,592
			York News Times	York	NE	3,091
New Hampshire	68,488	13%				

<u>State</u>	<u>Circulation</u>	<u>% Cov</u>	<u>Newspaper Name</u>	<u>City</u>	<u>State</u>	<u>Circulation</u>
Document Page 163 of 199						
New Hampshire			Sentinel	Keene	NH	9,006
			New Hampshire News	Manchester	NH	45,707
			Seacoast Sunday	Portsmouth	NH	13,775
New Jersey	567,611	17%	The Press of Atlantic City	Atlantic City	NJ	48,885
			The Record & Herald News	Bergen	NJ	152,255
			Suburban Trends	Hackensack	NJ	6,235
			The Jersey Journal	Jersey City	NJ	15,197
			The Star-Ledger	Newark	NJ	232,420
			New Jersey Herald	Newton	NJ	15,594
			Trentonian	Trenton	NJ	14,488
			The Times	Trenton	NJ	30,703
			Burlington County Times	Willingboro	NJ	24,480
			South Jersey Sunday	Woodbury	NJ	27,354
New Mexico	126,135	16%	Journal	Albuquerque	NM	99,220
			Clovis News Journal	Clovis	NM	5,711
			News-Sun	Hobbs	NM	6,508
			Los Alamos Monitor	Los Alamos	NM	2,963
			Portales News-Tribune	Portales	NM	1,720
			Daily Record	Roswell	NM	10,013
Nevada	145,708	14%	Elko Daily Free Press	Elko	NV	4,157
			Las Vegas Review-Journal	Las Vegas	NV	141,551
New York	1,012,179	14%	Times Union	Albany	NY	102,382
			The Citizen	Auburn	NY	8,382
			The Daily News	Batavia	NY	9,512
			The Buffalo News	Buffalo	NY	189,511
			Messenger Post	Canandaigua	NY	7,773
			Daily Mail	Catskill	NY	2,266
			The Sunday Leader	Corning	NY	7,898
			Finger Lakes Times	Geneva	NY	12,517
			Post-Star	Glens Falls	NY	23,718
			The Leader-Herald	Gloversville	NY	8,725
			Herkimer Telegram	Herkimer	NY	2,818
			The Spectator	Hornell	NY	7,323
			Register-Star	Hudson	NY	3,899
			Freeman	Kingston	NY	13,840
			Lockport Journal	Lockport	NY	5,626
			The Malone Telegram	Malone	NY	4,110
			Times Herald-Record Sunday	Middletown	NY	51,876
			New York Daily News	New York	NY	291,266
			Niagra Gazette Sunday	Niagra Falls	NY	9,673
			Advance-News	Ogdensburg	NY	5,550
			The Oneida Daily Dispatch	Oneida	NY	4,842
			The Daily Star	Oneonta	NY	10,301
			Press-Republican	Plattsburgh	NY	14,428
			Saratogian	Saratoga Springs	NY	5,334
			Staten Island Advance	Staten Island	NY	35,464
			The Post-Standard	Syracuse	NY	106,536
			Record	Troy	NY	6,256
			Observer-Dispatch	Utica	NY	38,123
			Daily Times	Watertown	NY	19,997
			Wellsville Daily Reporter	Wellsville	NY	2,233
Ohio	903,849	20%	Akron Beacon Journal	Akron	OH	92,493
			Ashland Times-Gazette	Ashland	OH	9,799
			Ashtabula Star Beacon	Ashtabula	OH	11,612
			The Sunday Jeffersonian	Cambridge	OH	9,631
			The Repository	Canton	OH	52,818
			The Plain Dealer	Cleveland	OH	255,877
			Dayton Daily News	Dayton	OH	113,573
			The Crescent-News	Defiance	OH	14,601
			Sunday Review	East Liverpool	OH	5,653
			The Chronicle-Telegram	Elyria	OH	19,508
			The Courier	Findlay	OH	15,997
			Review-Times	Fostoria	OH	2,411

State	Circulation	% Cov	Newspaper Name	City	State	Circulation
			Journal News	Hamilton	OH	26,544
			The Lima News	Lima	OH	25,589
			Morning Journal	Lorain	OH	17,200
			The Times Reporter	New Philadelphia	OH	14,826
			Salem News	Salem	OH	3,863
			Springfield News-Sun	Springfield	OH	20,964
			The Blade	Toledo	OH	94,376
			Lake County News-Herald	Willoughby	OH	29,879
			The Daily Record	Wooster	OH	19,221
			The Vindicator	Youngstown	OH	47,414
Oklahoma	313,195	21%				
			Daily Ardmoreite	Ardmore	OK	8,231
			Claremore Daily Progress	Claremore	OK	4,882
			News and Eagle	Enid	OK	11,419
			McAlester News-Capitol	McAlester	OK	5,313
			Miami News-Record	Miami	OK	4,491
			Muskogee Phoenix	Muskogee	OK	9,810
			Norman Transcript	Norman	OK	9,207
			The Oklahoman	Oklahoma City	OK	151,644
			The Pryor Daily Times	Pryor	OK	3,288
			Stillwater Press	Stillwater	OK	5,876
			Tahlequah Daily Press	Tahlequah	OK	3,189
			Tulsa World	Tulsa	OK	92,438
			Woodward News	Woodward	OK	3,407
Oregon	329,020	21%				
			Albany Democrat-Herald & Corvallis Gazette Times	Albany	OR	19,103
			The Bulletin	Bend	OR	25,297
			The World	Coos Bay	OR	7,122
			The Register-Guard	Eugene	OR	47,913
			Herald And News	Klamath Falls	OR	12,798
			Mail Tribune	Medford	OR	18,352
			Argus Observer	Ontario	OR	5,497
			The Oregonian	Portland	OR	192,938
Pennsylvania	1,626,176	32%				
			The Morning Call	Allentown	PA	111,061
			Beaver County Times	Beaver	PA	26,391
			Gazette	Bedford	PA	10,838
			The Sentinel	Carlisle	PA	9,666
			The Intelligencer	Doylestown	PA	29,886
			Tri-County Sunday	Du Bois	PA	13,850
			The Express-Times	Easton	PA	35,508
			Erie Times-News	Erie	PA	53,527
			Gettysburg Times	Gettysburg	PA	9,525
			Patriot-News	Harrisburg	PA	88,025
			Hazleton Standard-Speaker	Hazleton	PA	14,253
			The Wayne Independent	Honesdale	PA	2,717
			The Daily News	Huntingdon	PA	8,110
			The Tribune-Democrat	Johnstown	PA	28,207
			Lancaster New Era Intelligencer Journal Sunday News	Lancaster	PA	76,924
			Latrobe Bulletin	Latrobe	PA	7,100
			Bucks County Courier Times	Levittown/Bristol	PA	39,198
			Meadville Tribune	Meadville	PA	9,271
			New Castle News	New Castle	PA	12,534
			Times Herald	Norristown	PA	17,152
			The Philadelphia Inquirer	Philadelphia	PA	333,061
			Philadelphia Daily News	Philadelphia DN	PA	41,172
			Pittsburgh Post-Gazette	Pittsburgh	PA	220,675
			Mercury	Pottstown	PA	14,513
			Pottsville Republican Herald	Pottsville	PA	20,760
			Delaware County Daily Times	Primos	PA	26,725
			Reading Eagle	Reading	PA	62,795
			Scranton Times-Tribune	Scranton	PA	46,962
			The Shamokin-Pottsville News-Item	Shamokin	PA	7,091
			The Herald	Sharon	PA	14,172
			St College Centre Daily Times	State College	PA	18,564
			Pocono Record	Stroudsburg	PA	14,580
			The Daily Item	Sunbury	PA	20,422
			Towanda Sunday Review	Towanda	PA	8,023
			Tyrone Daily Herald	Tyrone	PA	1,700
			Herald-Standard	Uniontown	PA	18,452

State	Circulation	% Cov	Newspaper Name	City	State	Circulation
Washington			Washington Observer-Reporter	Washington	PA	32,350
			The Record Herald	Waynesboro	PA	6,858
			Daily Local News	West Chester	PA	18,084
			The Times Leader	Wilkes Barre	PA	45,273
			Citizen's Voice	Wilkes-Barre	PA	25,609
			Williamsport Sun-Gazette	Williamsport	PA	24,592
Rhode Island	90,147	22%	The Providence Journal	Providence	RI	90,147
South Carolina	330,518	18%	Anderson Independent-Mail	Anderson	SC	25,069
			The Post And Courier	Charleston	SC	74,128
			The State	Columbia	SC	67,384
			Georgetown Times	Georgetown	SC	5,012
			The Index-Journal	Greenwood	SC	11,941
			The Island Packet	Hilton Head Island	SC	22,844
			Lancaster News	Lancaster	SC	10,703
			The Sun News	Myrtle Beach	SC	39,899
			The Times & Democrat	Orangeburg	SC	9,248
			The Herald	Rock Hill	SC	18,909
			Herald-Journal	Spartanburg	SC	33,442
			The Item	Sumter	SC	11,939
South Dakota	53,235	16%	American News	Aberdeen	SD	11,814
			The Daily Republic	Mitchell	SD	9,995
			Rapid City Journal	Rapid City	SD	21,849
			Watertown Public Opinion	Watertown	SD	9,577
Tennessee	377,528	15%	Chattanooga Times Free Press	Chattanooga	TN	70,131
			Cleveland Daily Banner	Cleveland	TN	12,379
			Crossville Chronicle	Crossville	TN	7,459
			The State Gazette	Dyersburg	TN	4,207
			The Williamson Herald	Franklin	TN	7,000
			Johnson City Press	Johnson City	TN	26,070
			Knoxville News Sentinel	Knoxville	TN	88,875
			Southern Standard	McMinnville	TN	9,500
			The Commercial Appeal	Memphis	TN	105,547
			Citizen Tribune	Morristown	TN	23,713
			Oak Ridge	Oak Ridge	TN	4,147
			Shelbyville Times-Gazette	Shelbyville	TN	6,750
			The Sunday News	Tullahoma	TN	11,750
Texas	1,547,406	16%	Abilene Reporter-News	Abilene	TX	21,107
			Amarillo Globe-News	Amarillo	TX	27,058
			Athens Daily Review	Athens	TX	3,696
			Austin American-Statesman	Austin	TX	119,899
			Brownsville Herald	Brownsville	TX	13,011
			Brownwood Bulletin	Brownwood	TX	5,613
			Bryan Times	Bryan	TX	22,500
			Corpus Christi Caller-Times	Corpus Christi	TX	38,808
			Corsicana Daily Sun	Corsicana	TX	3,662
			The Dallas Morning News	Dallas	TX	306,419
			Denton Record-Chronicle	Denton	TX	10,118
			Star-Telegram	Fort Worth	TX	190,404
			Gainesville Daily Register	Gainesville	TX	4,650
			Greenville Herald Banner	Greenville	TX	4,741
			Valley Morning Star	Harlingen	TX	14,059
			The Leader	Houston	TX	35,000
			Houston Community	Houston	TX	442,550
			The Huntsville Item	Huntsville	TX	4,288
			Jacksonville Daily Progress	Jacksonville	TX	2,365
			Kerrville Daily Times	Kerrville	TX	7,738
			Killeen Daily Herald	Killeen	TX	16,385
			Lubbock Avalanche-Journal	Lubbock	TX	28,337
			Monitor	McAllen	TX	30,297
			Reporter-Telegram	Midland	TX	14,456
			The Mineral Wells Index	Mineral Wells	TX	9,370
			Odessa American	Odessa	TX	11,813
			Palestine Herald-Press	Palestine	TX	4,264

State	Circulation	% Cov	Newspaper Name	City	State	Circulation
			The Paris News	Paris	TX	6,322
			Plainview Daily Herald	Plainview	TX	2,925
			Standard-Times	San Angelo	TX	17,045
			Stephenville Empire-Tribune	Stephenville	TX	3,697
			Temple Daily Telegram	Temple	TX	16,413
			Gazette	Texarkana	TX	21,091
			Tyler Courier-Times-Telegraph	Tyler	TX	20,296
			Victoria Advocate	Victoria	TX	22,959
			The Waxahachie Daily Light	Waxahachie	TX	3,921
			Mid Valley Town Crier	Weslaco	TX	22,300
			Times Record News	Wichita Falls	TX	17,829
Utah	172,808	19%				
			The Herald Journal	Logan	UT	11,360
			Daily Herald	Provo	UT	26,757
			The Salt Lake Tribune-Deseret News	Salt Lake City	UT	134,691
Virginia	449,465	14%				
			Daily Press	Newport News/Hampton	VA	81,422
			The Virginian-Pilot	Norfolk	VA	146,370
			The Petersburg Progress-Index	Petersburg	VA	10,689
			The Roanoke Times	Roanoke	VA	72,984
			Richmond Times-Dispatch	Richmond	VA	138,000
Washington	622,010	23%				
			The Daily World	Aberdeen	WA	6,741
			The Bellingham Herald	Bellingham	WA	18,364
			Kitsap Sun	Bremerton	WA	17,799
			Daily Record	Ellensburg	WA	5,728
			The Daily News	Longview	WA	15,123
			Skagit Valley Herald	Mount Vernon	WA	13,429
			The Olympian	Olympia	WA	20,743
			Tri-City Herald	Pasco/Tri Cities	WA	28,562
			The Seattle Times	Seattle	WA	262,374
			The Spokesman-Review	Spokane	WA	70,831
			The News Tribune	Tacoma	WA	77,647
			The Columbian	Vancouver	WA	31,943
			Walla Walla Union-Bulletin	Walla Walla	WA	10,954
			The Wenatchee World	Wenatchee	WA	15,425
			Herald-Republic	Yakima	WA	26,347
Wisconsin	206,918	9%				
			Baraboo News Republic	Baraboo	WI	3,181
			Daily Citizen	Beaver Dam	WI	8,341
			Chippewa Valley Newspapers	Chippewa Falls	WI	6,207
			Leader-Telegram	Eau Claire	WI	24,136
			Kenosha News	Kenosha	WI	22,066
			La Crosse Tribune	La Crosse	WI	28,760
			Wisconsin State Journal	Madison	WI	88,159
			Daily Register	Portage	WI	3,592
			The Journal Times	Racine	WI	22,476
West Virginia	188,644	25%				
			The Register-Herald	Beckley	WV	17,275
			Bluefield Daily Telegraph	Bluefield	WV	12,805
			Gazette-Mail	Charleston	WV	51,649
			Clarksburg Exponent-Telegram	Clarksburg	WV	16,348
			Times West Virginian	Fairmont	WV	8,114
			Mineral Daily News Tribune	Keyser	WV	2,487
			The Journal	Martinsburg	WV	13,820
			The Dominion Post	Morgantown	WV	18,307
			The Parkersburg News And Sentinel	Parkersburg	WV	22,157
			Princeton Times	Princeton	WV	1,580
			Sunday News-Register	Wheeling	WV	24,102
Wyoming	24,661	10%				
			Casper Star-Tribune	Casper	WY	18,014
			Daily Rocket-Miner	Rock Springs	WY	6,647

Total Circulation 22,946,954

Source: Parade 1/3/2016 circulation based on AAM, newspaper publisher statements & estimates, or most recent audit. Households based on Nielsen 2014

EXHIBIT E

**CITIES WITH SHIPYARD, STEEL, AND REFINERY
FACILITIES FROM 1940 TO 1970
(LISTED BY DMA)**

DMA	Highest Circulating Sunday Newspaper
Abilene-Sweetwater, TX	Abilene Reporter
Albany-Schenectady-Troy, NY	Albany Times Union
Albuquerque-Santa Fe, NM	Albuquerque Journal
Alexandria, LA	Alexandria Town Talk
Amarillo, TX	Amarillo Globe-News
Lake Charles, LA	American Press
Anchorage, AK	Anchorage Daily News
Anniston, AL	Anniston Star
Phoenix, AZ	Arizona Republic
Little Rock-Pine Bluff, AR	Arkansas Democrat-Gazette
Atlanta, GA	Atlanta Journal-Constitution
Bakersfield, CA	Bakersfield Californian
Baltimore, MD	Baltimore Sun
Baton Rouge, LA	Baton Rouge Advocate
Beaumont-Port Arthur, TX	Beaumont Enterprise
Billings-Hardin, MT	Billings Gazette
Birmingham, AL	Birmingham News
Minot-Bismarck-Dickinson, ND	Bismarck Tribune
Boston, MA	Boston Globe
Buffalo, NY	Buffalo News
Casper-Riverton, WY	Casper Star-Tribune
Champaign-Springfield-Decatur, IL	Champaign News-Gazette
Charleston-Huntington, WV	Charleston Gazette, Daily Main, Sun Gazette
Charleston, SC	Charleston Post and Courier
Cheyenne-Scottsbluff-Sterling, WY	Cheyenne Wyoming Tribune-Eagle
Chicago, IL	Chicago Tribune
Cincinnati, OH	Cincinnati Enquirer
Binghamton, NY	CNY Newspaper
Corpus Christi, TX	Corpus Christi Caller-Times
Denver, CO	Denver Post

**CITIES WITH SHIPYARD, STEEL, AND REFINERY
FACILITIES FROM 1940 TO 1970
(LISTED BY DMA)**

DMA	Highest Circulating Sunday Newspaper
Duluth, MN-Superior, WI	Duluth News Tribune
El Paso, TX	El Paso Times
Erie, PA	Erie Times-News
Evansville, IN	Evansville Courier & Press
Great Falls, MT	Great Falls Tribune
Green Bay, WI	Green Bay Press-Gazette
Biloxi-Gulfport-Pascagoula, MS	Gulfport Sun-Herald
Hattiesburg-Laurel, MS	Hattiesburg American
Honolulu, HI	Honolulu Star-Advertiser
New Orleans, LA	Houma Courier
Houston, TX	Houston Chronicle
Harrisburg-Lancaster-Lebanon-York, PA	Intelligencer Journal
Tri-Cities, TN	Kingsport Times News
Knoxville, TN	Knoxville News-Sentinel
Portland-Poland Spring, ME	Lewiston Sun Journal
Lincoln-Hastings-Kearney, NE	Lincoln Journal Star
Los Angeles, CA	Los Angeles Times
Lubbock, TX	Lubbock Avalanche-Journal
San Francisco-Oakland-San Jose, CA	Mercury News
Odessa-Midland, TX	Midland Reporter-Telegram
Milwaukee, WI	Milwaukee Journal Sentinel
Missoula, MT	Missoulian
Monroe-El Dorado, LA	Monroe News-Star
Lansing, MI	Morning Star
New York, NY	New York Daily News
Greensboro-High Point-Winston-Salem, NC	News & Record
Norfolk-Portsmouth-Newport News-Hampton, VA	Norfolk Virginian-Pilot
Oklahoma City, OK	Oklahoman
Omaha, NE	Omaha World-Herald
Portland-Auburn, OR	Oregonian
Panama City, FL	Panama City News-Herald
Parkersburg, WV	Parkersburg News and Sentinel

**CITIES WITH SHIPYARD, STEEL, AND REFINERY
FACILITIES FROM 1940 TO 1970
(LISTED BY DMA)**

DMA	Highest Circulating Sunday Newspaper
Peoria, IL-Bloomington, IN	Peoria Journal Star
Philadelphia, PA	Philadelphia Inquirer/Daily News
Pittsburgh, PA	Pittsburgh Post Gazette
Mobile, AL-Pensacola, FL	Press-Register
Providence, RI	Providence Journal
Davenport-R. Island-Moline, IL	Quad City Times
Quincy-Hannibal-Keokuk, IL	Quincy Herald-Whig
Rapid City, SD	Rapid City Journal
Reno, NV	Reno Gazette Journal
Richmond-Petersburg, VA	Richmond Times Dispatch
Roanoke-Lynchburg, VA	Roanoke Times
Rockford, IL	Rockford Register Star
Sacramento-Stockton, CA	Sacramento Bee
Salt Lake City, UT	Salt Lake Tribune/Deseret News
San Antonio, TX	San Antonio Express-News
San Diego, CA	San Diego Union Tribune
San Francisco-Oakland-San Jose, CA*	San Francisco Chronicle*
Santa Barbara-Santa Maria-San Luis Obispo, CA	San Luis Obispo Tribune
Savannah, GA	Savannah Morning News
Seattle-Tacoma, WA	Seattle Times
Sherman-Ada, OK	Sherman Herald Democrat
Shreveport, LA-Texarkana, TX	Shreveport Times
Southbend-Elkhart, IN	Southbend Tribune
Spokane, WA	Spokane Spokesman Review
St. Louis, MO	St Louis Post Dispatch
Minneapolis-St. Paul, MN	Star Tribune
Tallahassee-Thomasville, FL	Tallahassee Democrat
Miami-Ft. Lauderdale, FL	Tampa Bay Times
Tampa-St. Petersburg, FL	Tampa Bay Times
Terre Haute, IN	Terre Haute Tribune-Star
Jackson, MS	The Clarion-Ledger
Columbus, OH	The Columbus Dispatch

**CITIES WITH SHIPYARD, STEEL, AND REFINERY
FACILITIES FROM 1940 TO 1970
(LISTED BY DMA)**

DMA	Highest Circulating Sunday Newspaper
Memphis, TN	The Commercial Appeal
Louisville, KY	The Courier-Journal
Lafayette, LA	The Daily Advertiser
Grand Junction-Montrose, CO	The Daily Sentinel
Dallas-Ft. Worth, TX	The Dallas Morning News
Flint-Bay City-Saginaw, MI	The Flint Journal
Jacksonville, FL	The Florida Times-Union
Fargo-Valley City, MN	The Forum
Fresno-Visalia, CA	The Fresno Bee
Grand Rapids-Kalamazoo-Battle Creek, MI	The Grand Rapids Press
Hartford-New Haven, CT	The Hartford Courant
Indianapolis, IN	The Indianapolis Star
Joplin-Pittsburgh, KS	The Joplin Globe
Ft. Wayne, IN	The Journal Gazette News-Sentinel
Kansas City, KS	The Kansas City Star
Lima, OH	The Lima News
Harlingen-Weslaco-Brownsville-McAllen, TX	The Monitor
Detroit, MI	The Oakland Press
Cleveland, OH	The Plain Dealer (Cleveland)
Nashville, TN	The Tennessean
Toledo, OH	Toldeo Blade
Traverse City-Cadillac, MI	Traverse City Record-Eagle
Tulsa, OK	Tulsa World
Twin Falls, OK	Twin Falls Times-News
Tyler-Longview, TX	Tyler Morning Telegraph
Waco-Temple-Bryan, TX	Waco Tribune-Herald
Wheeling-Steubenville, WV	Wheeling News Intelligencer/Record
Wichita-Hutchinson, KS	Wichita Eagle
Wichita Falls-Lawton, OK	Wichita Falls Times Record News
Wilmington, NC	Wilmington Star News
Youngstown, OH	Youngstown Vindicator

* Newspaper included due to high claims filing rate in San Francisco.

EXHIBIT F



Aol Advertising is the world's most effective and efficient marketplace for the buying and selling of digital advertising. Aol Advertising integrates AOL's leading media properties, proprietary's behavioral technology and Advertising.com's mass reach into a unified solution for advertisers and publishers. Aol Advertising maintains the largest reach in the industry - over 90% of the entire Internet universe.

Site List

The following list represents the sites on which the campaign may appear. Delivery is not guarantee on a specific site. Please note that the composition of this proposed site list is subject to change based on client request, or with the addition of sites to the Ad.com Network that meet the client's specified targeting criteria.

Site

AOL Mail
AOL.COM
AOL.QC.ca
AOL.ca
AOL.ca - MonBebe.com
AOL.ca - MusicMe.com
AOL.ca - Reverso.com
AOL.ca - Wikio.com
AOL.fr
AP.org
About.com
AccuWeather.com
ActiveBeat.com [Smartphone - Web]
Aggregated Sites - Hearst - URLs available upon request
Aggregated Sites - Netshelter- URLs By Request
Aggregated Sites - Scripps - URLs By Request
Aggregated URLs - Wiki.Answers - URLs Upon Request
Aggregated URLs- Answers -URLs Upon Request
Aggregated URLs- Carambola -URLs Upon Request
Aggregated URLs- Gannett -URLs Upon Request
Aggregated URLs- Pubmatic Hearst- URLs Upon Request
AllKPop.com
America Online
America Online- Spanish Mail
Answers.com [Tablet - Web]
BarnesAndNoble.com
BleacherReport.com
BusinessInsider.com
CBSNews.com
CNN.com
ChicagoTribune.com
Cnet.com
DIYNetwork.com
Dailymail.co.uk [Smartphone - Web]
DallasNews.com
Dummies.com
EgoKick.com
Examiner.com
Food.com
Foodtv.com
FoxBusiness.com
FoxNews.com
FoxSports.com
Fr.Canoe.Ca
FrancoisCharron.com
Frontdoor.com
Gannett.com
GreatRentals.com
HUFFINGTONPOST.CA
Healthy Living - Health - Mobile Web Articles [Smartphone]
Hgtv.com
HuffPost Home - Mobile Web Articles [Smartphone - Web]
HuffPost Science - News - Mobile Web Articles
HuffingtonPost.com
JournaldeMontreal.com
KSL.com
Legacy.com
Life.com

Site

Observer.com
Parade.com
PlaisirSante.ca
Pubmatic RTB AccuWeather.com
RSVLTS.com [Smartphone - Web]
Retrevo.com
STLToday.com
Salary.com
ScienceDaily.com [Smartphone - Web]
Selection.ca
THR.com
TUAW - Technology - Mobile Web Articles [Smartphone - Web]
TVA.Canoe.ca
TVANouvelles.ca
ThoughtCatalog.com
Travelchannel.com
Tribune.com
UPI.com
USAToday.com
USWeekly.com
Undisclosed
Undisclosed Major Canadian Portal
WashingtonPost.com
Weather.com
WeatherBug.com [Tablet - App]
Wiki.Answers.com
WunderGround.com
Wunderground.com
Yahoo.com
Zillow.com
cookingchanneltv.com
dallasnews.com
huffingtonpost.com
www.About.com
www.AmericanPregnancy.org [Smartphone - Web]
www.Examiner.com
www.FoxSports.com
www.NYDailyNews.com
www.aol.com
www.bgr.com
www.bizjournals.com
www.businessinsider.com
www.calgaryplus.ca
www.canadaplus.ca
www.cnn.com
www.cracked.com [Tablet - App]
www.cyberrentals.com
www.edmontonplus.ca
www.francoischarron.com
www.gawker.com [Smartphone - Web]
www.guardiannews.com
www.hollywoodlife.com
www.huffingtonpost.com [Smartphone - Web]
www.io9.com
www.journaldemontreal.com
www.lifehacker.com
www.microsoft.ca
www.montrealplus.ca

Site

LifeScript.com
MSN.ca
MSNBC.com
MapQuest
MedicalDaily.com
Merriam-Webster.com
MyNewsLA.com
NBC.com
NBCSports.com
NYsun.com
NyTimes.com
OKMagazine.com

Site

www.ottawaplus.ca
www.quebecplus.ca
www.theblaze.com
www.time.com [Smartphone - Web]
www.torontoplus.ca
www.tribune.com [Smartphone - Web]
www.tva.canoe.ca
www.tvnouvelles.ca
www.vancouverplus.ca
www.weather.com
www.weatherbug.com
www.wiki.answers.com [Tablet - Web]

EXHIBIT G



Site List

The following list represents examples of sites on which the campaign may appear. Delivery is not guarantee on a specific site. Please note that the composition of this proposed site list is subject to change based on client request, or with the addition of sites to the Network.

Type	Site
Automotive	Yahoo Autos
Business & Finance	Yahoo Finance
Education	Yahoo Education
Entertainment	Yahoo Celebrity
Fashion & Beauty	Yahoo Beauty
Food & Cooking	Yahoo Food
Gaming	Yahoo Games
Health & Wellness	Yahoo Beauty
Home & Family	Yahoo Homes
Music	Yahoo Music
News & Information	Yahoo News
Sports	Yahoo Sports
Technology	Yahoo Tech
Television	Yahoo Shine

EXHIBIT H

Garlock and Coltec Bankruptcy Overview of the Disclosure Statement and the Plan of Reorganization

Garlock Sealing Technologies LLC, The Anchor Packing Company, and Garrison Litigation Management Group, Ltd., along with representatives of asbestos claimants, have reached a comprehensive settlement permanently resolving present and future asbestos personal injury claims. The settlement incorporated in a new plan of reorganization (the “Plan”) governs how claims will be funded and paid. Coltec Industries Inc, the parent of Garlock and Garrison, will be merged into a proposed company, OldCo, LLC, as part of the settlement and will file a bankruptcy case if claimants approve the Plan. Together, these companies are referred to as the “Debtors.”

- If you have an asbestos-related personal injury claiming exposure to asbestos-containing gaskets, packing, or equipment for which the Debtors may be responsible, you may have an opportunity to vote on the Plan. The Plan applies to claims for which Garlock or Coltec may responsible, including Coltec-related divisions or businesses Fairbanks Morse, Quincy Compressor, Central Moloney, Delavan, France Compressor, and Farnam.
- If approved, the Plan will establish a Trust funded with \$480 million to pay asbestos claims against Garlock, Garrison, and Coltec. If the Plan is approved, all claims must be filed against the Trust. You will not be able to file claims against the Debtors or other protected parties.
- Asbestos Claimants who have not yet been diagnosed with any disease or experienced any symptoms are represented in the bankruptcy proceeding by the Court-appointed Future Claimants’ Representative and will be treated like any other Asbestos Claimant.
- Certain deadlines for filing asbestos claims against Garlock have already passed. **If you have an asbestos claim against Coltec based on a disease diagnosed on or before August 1, 2014 you need to be aware of some important deadlines. If you filed a lawsuit against any defendant or have a claim against any asbestos trust that was filed on or before August 1, 2014 you need to cast a ballot before December 9, 2016 or else file a proof of claim by the deadline set by the Bankruptcy Court (likely to be March 2, 2017).** If you do not file a claim, you may lose your right to bring your Coltec claim against the Trust in the future.

WHAT THIS OVERVIEW CONTAINS

GENERAL INFORMATION

1. What is this Bankruptcy Case about?

2. What is a Disclosure Statement?
3. What is Chapter 11?

THE PLAN

4. What is the purpose of the Plan?
5. How was the Plan developed?
6. Does this Plan provide improvements over the previous Second Amended Plan?
7. Who is included in the Plan?
8. How does the Plan affect Asbestos Claimants?
9. How will Current and Future Asbestos Claimants receive payment from the Trust?
10. How are Asbestos Claims funded under the Plan?
11. What is the Claims process?
12. What is my remedy if my Claim is denied or I disagree with the amount of my payment?
13. How will payment amounts be calculated?
14. Is there a date by which Asbestos Claimants must file a Claim?
15. How will the Trust be administered?

THE VOTING PROCESS

16. Who can vote?
17. How will the voting process work?
18. What happens if I send more than one vote for the same Claim or I don't file a ballot on time?
19. What if I don't like the Plan, can I object to it?

THE CONFIRMATION HEARING

20. When and where will the Bankruptcy Court decide whether to approve the Plan?

GENERAL INFORMATION

1. What is this Bankruptcy Case about?

Garlock Sealing Technologies LLC ("GST") is a manufacturing company that formerly made asbestos-containing gaskets and packing. The Anchor Packing Company ("Anchor") was a sealing products distributor, and subsidiary of GST that sold fluid sealing materials, including gaskets and packing, some of which contained asbestos. Anchor and GST's asbestos-containing products were used in places where steam, hot liquid, or acids moved through pipes, including in shipbuilding, oil refinery, chemical, paper and pulp, semi-conductor, power, and construction industries as well as in maritime/naval vessels.

In 1994, Anchor stopped operations and GST transferred its equity interest in Anchor (ownership interest) to Garrison. Garrison manages the defense and resolution of asbestos claims against GST and Anchor.

Some businesses of Coltec Industries Inc (“Coltec”) manufactured certain equipment that contained asbestos-containing components in the past—often, though not exclusively, such components were manufactured by GST. Coltec-related divisions or businesses that may have sold asbestos-containing products or equipment were Fairbanks Morse, Quincy Compressor, Central Moloney, Delavan, France Compressor, and Farnam.

Although the Debtors deny that the asbestos in these products was a health hazard, over decades GST has received hundreds of thousands of claims from individuals who claim asbestos-related disease caused in part by GST’s products. Coltec also received tens of thousands of claims. Given the number of pending claims, the Debtors decided to resolve their responsibility for asbestos claims in a Chapter 11 bankruptcy.

2. What is a Disclosure Statement?

You received the Disclosure Statement because it is a summary of information about the case. It contains more detailed information about GST’s history, asbestos litigation against GST, and significant events that have occurred and are expected to occur during this Chapter 11 bankruptcy case. It also provides more detail about the Plan, what happens if the Plan is confirmed, and how claims will be resolved and payments will be made through the Claims Resolution Procedures (“CRP”). In addition, the Disclosure Statement discusses the confirmation process and the voting procedures that holders of Asbestos Claims must follow for their votes to be counted.

3. What is Chapter 11?

Chapter 11 of the Bankruptcy Code permits a debtor (bankruptcy filer) to either reorganize or sell (liquidate) its business for the benefit of its creditors, interest holders, claimants, and other parties involved. The main objectives of Chapter 11 are to: 1) propose a plan of reorganization (to manage debt and preserve a company’s business) or liquidation (selling off assets to pay debt), 2) have eligible claimants (claim holders) or investors vote to accept or reject the plan, and, 3) after the court approval, carry out the plan.

THE PLAN

4. What is the purpose of the Plan?

The primary purpose of the Plan is to permanently resolve and pay asbestos-personal injury claims and non-asbestos claims, and preserve GST’s business for the benefit of its employees and shareholders. Under the Plan, a \$480 million Trust or Settlement Facility will be established to pay current and future Asbestos Claims against GST and Coltec.

In exchange, the Court will enter an “injunction” (a ban) permanently prohibiting the filing of asbestos-related claims against GST, Garrison, Coltec, and other affiliated companies.

5. How was the Plan developed?

The Plan follows almost six years of vigorously contested litigation and is the result of months of extensive negotiations among the Plan Proponents. Those Proponents include the Debtors, the Official Committee of Asbestos Personal Injury Claimants, the Ad Hoc Coltec Asbestos Claimants Committee, the Future Asbestos Claimants' Representative ("FCR"), and the Ad Hoc Coltec Future Claimants' Representative. The FCR is an independent lawyer who was appointed by the Bankruptcy Court to represent the interests of future GST Asbestos Claimants. He also represented future Coltec Asbestos Claimants in the Plan negotiations and will be appointed as FCR for future Coltec Asbestos Claimants once Coltec files its Chapter 11 case. Future Asbestos Claimants are individuals who may have been exposed to Garlock products in the past but are not yet ill with an asbestos disease. The FCR engaged experienced legal counsel, financial advisors, and asbestos claims experts to represent and advise him in these cases and in the Plan negotiations.

The Plan provides for significant improvements for Asbestos Claimants as compared to earlier plans of reorganization proposed by the Debtors but not confirmed. The claims payment procedures under the Plan are designed to pay valid current and future Asbestos Claimants fairly over time from increased funding provided by the Debtors.

If the Plan is not confirmed, all parties have reserved all their rights to pursue alternative courses of action in the Chapter 11 Cases.

6. Does this Plan provide improvements over the previous Second Amended Plan?

From the perspective of holders of Asbestos Claims, the Plan improves upon the Second Amended Plan previously proposed.

- The Plan provides \$480 million in guaranteed funding for Asbestos Claims that now includes both Garlock and Coltec Claimants. The Second Amended Plan provided only \$327.5 million in guaranteed funding for Garlock Asbestos Claims.
- The Second Amended Plan also provided \$30 million for resolving Asbestos Claims by litigation, as well as \$132 million (nominal) in contingent contributions for such litigation. But claimants who chose to litigate would only be paid if they obtained a judgment, litigation costs would also have been paid from the litigation fund, and the \$132 million would only have become available as necessary over a 40-year period according to a fixed schedule.
- Plan Proponents and their experts believe that the increased funding is large enough that claimants will receive higher payments under the Plan than they would have received under the Second Amended Plan.

- More claimants are eligible for payments under the Plan than under the Second Amended Plan because, for example, the Plan pays claimants alleging cancers other than mesothelioma, lung cancer, and laryngeal cancer, and also pays claimants alleging non-severe asbestosis.
- Debtors also support the Plan, which will bring certainty and finality to their responsibility for Asbestos Claims, and will avoid further protracted and costly litigation in the Garlock bankruptcy case.

7. Who is included in the Plan?

The chart below summarizes the Classes that are included in the Plan. More detail is available in the Disclosure Statement. Class 5 consists of all Asbestos Claims against GST, Coltec, or Garrison, and is the only Class of Claims to vote on the Plan. (GST/Garrison Equity Interests will also vote on the Plan.) The rights of all other Classes are not adversely affected (impaired) by the Plan and therefore these Classes will not vote.

Class	Vote on Plan?
Class 1 – Priority Claims	No
Class 2 – Secured Claims	No
Class 3 – Workers Compensation Claims	No
Class 4 – Intercompany Claims	No
Class 5 – Asbestos Claims	Yes
Class 6 – GST General Unsecured Claims	No
Class 7 – Coltec General Unsecured Claims	No
Class 8 – Anchor Claims	No
Class 9 – GST/Garrison Equity Interests	Yes
Class 10 – Other Debtor Equity Interests	No

8. How does the Plan affect Asbestos Claimants?

There are four principal types of asbestos-related claims:

- Current and Future GST and Coltec Asbestos Claims
Claims with no fixed dollar amount (because they have not been tried to judgment or settled) will be evaluated and paid as outlined in Question 9 through either Expedited Claim Review or Extraordinary Claim Review.
- Settled GST Asbestos Claims
Claims filed on or before the Settled Claims Bar Date (October 6, 2015) that are not disputed by the Debtors or subject to enforceable settlement agreements as determined by the Trustee will be paid. A list of these Settled GST Asbestos Claims are in Appendix VI to the CRP. Total payments on these Claims are

limited to \$10 million. There are no Coltec Asbestos Claims that are settled and unpaid or the subject of court judgments.

- Pre-Petition Judgment GST Asbestos Claims
Pre-Petition Judgment Claims have received judgments (rulings) that are currently on appeal either by GST or the claimant. Pre-Petition Judgment GST Asbestos Claimants must have filed their proof of claim on or before the Asbestos Claims Bar Date (October 6, 2015) or obtained relief from the Bankruptcy Court. Debtors believe there are only two such Pre-Petition Judgment GST Asbestos Claims as listed in Appendix VII to the CRP.

Foreign Asbestos Claims are claims held by individuals who are not citizens or permanent residents of the United States and whose claims are not based on alleged exposure to asbestos in the United States. Generally, these claims are not eligible for payments from the Trust. If a Foreign Asbestos Claimant files a lawsuit in the United States and can meet the CRP criteria, he or she will be offered payments as outlined in the Disclosure Statement.

Indirect Claims by third parties relating to indemnification, contribution, subrogation (for example, an insurer seeking reimbursement for medical expenses it paid to an Asbestos Claimant) or similar Claims will be paid subject to the same requirements of the CRP. It appears that no Indirect Claims were submitted by the Asbestos Claims Bar Date.

9. How will Current and Future Asbestos Claimants receive payment from the Trust?

To be eligible for any settlement offer, Asbestos Claimants must demonstrate contact with the asbestos-containing products of Coltec and GST and the length of time of exposure to these products. Types of contact include: direct contact, bystander, or secondary contact.

Direct contact means the hands-on performance of one of the following workplace activities on a regular basis: (a) grinding, scraping, or wire-brushing of GST asbestos gaskets in the removal process; (b) cutting individual gaskets from GST asbestos sheet material; (c) cutting or removal of GST asbestos packing; (d) grinding, scraping or wire brushing of asbestos gaskets contained in a Coltec Product in the removal process; (e) cutting individual gaskets from asbestos sheet material for installation in a Coltec Product; or (f) cutting or removal of asbestos packing contained within a Coltec Product.

Asbestos Claimants may choose one of two options: **Expedited Claim Review** or **Extraordinary Claim Review**. For almost all Asbestos Claimants, Expedited Claim Review will provide the greatest settlement offer. Extraordinary Claim Review requires special circumstances and is subject to additional verification and documentation as explained below.

Expedited Claim Review

Maximum Settlement Values are based on the Asbestos Claimant's occupation and industry at the time of exposure. Occupations and industries are divided into five Contact Groups based on assumed frequency and intensity of contact with Coltec/GST Products in specific occupations and industries. Multiple factors will be used to calculate an offer to be made to each Asbestos Claimant. Each factor is assigned a value on a scale that will be multiplied together and then multiplied as a percentage by the appropriate Maximum Settlement Values to determine a settlement offer. The Factors are:

- Medical Information
Diseases compensated under the CRP are: malignant mesothelioma, asbestos-related lung cancer, severe asbestosis, other asbestos-related cancer (colo-rectal, laryngeal, esophageal, pharyngeal or stomach cancer), and non-severe asbestosis. Each disease is assigned a value in the calculation.
- Age
Younger Injured Parties will receive higher Age Factor values than older Injured Parties.
- Life Status
A claim based on an Injured Party who is alive at the time the claim is filed will receive a higher Life Status Factor value than a claim filed on behalf of a deceased Injured Party.
- Dependents
The existence of spouses or dependents who receive half of their financial support from an Injured Party will lead to higher Dependent Factor values.
- Economic Loss
Economic loss related to earnings, pensions, medical expenses and the like, will be calculated within a range and assigned an Economic Loss Factor value.
- Duration of Coltec/GST Product Contact
The Duration Factor will be based on the Injured Party's time performing the activity or activities that resulted in Coltec/GST Product Contact.
- Jurisdiction/Law Firm Factors
Current claimants will have the opportunity to demonstrate a jurisdiction or law firm associated with higher settlements and/or verdicts, which could lead to higher settlement offers.

Extraordinary Claim Review

Claims are eligible for this review only if they:

- Meet all Injured Party requirements in the CRP

- Claim a malignant disease (*i.e.*, malignant mesothelioma, asbestos-related lung cancer, or other asbestos-related cancer).
- Can document a history of (a) extraordinary Coltec/GST Product Contact with little or no exposure to asbestos from other entities' products, and (b) no substantial recovery has been obtained or is likely to be obtained from any source other than the Trust.

The maximum potential settlement offer for an Extraordinary Claim will be five times the Expedited Claim Review settlement offer. The Trustee will decide whether a Claim is an Extraordinary Claim and whether any appeal can be made to the Extraordinary Claims Panel. The decision by the Extraordinary Claims Panel is final and cannot be appealed.

10. How are Asbestos Claims funded under the Plan?

The Trust will be funded as follows:

Settlement Facility	Contribution	When
GST or Garrison	\$370,000,000	Effective Date of Plan
Coltec	\$30,000,000	Effective Date of Plan
Option to Purchase EnPro¹ Stock for \$1	\$20,000,000	Prior to 1st Anniversary of the Effective Date
Coltec Deferred Contribution	\$60,000,000	On or Before 1st Anniversary of Effective Date
Total Amount:	\$480,000,000	

11. What is the Claims process?

Claims will be processed on a first-in, first-out ("FIFO") basis. The CRP contain deadlines for filing and the cost of filing fees. If a Claimant accepts a settlement offer he/she will be required to sign releases of the Trust and other parties. Payment will occur in the order releases are received.

12. What is my remedy if my Claim is denied or I disagree with the amount of my payment?

Claimants who do not receive settlement offers under the Expedited Claim Review, or who disagree with offers, can pursue binding or non-binding arbitration. If this does not

¹Garlock and Garrison are wholly owned subsidiaries of Coltec. Coltec is wholly owned by EnPro, a North Carolina corporation headquartered in Charlotte, North Carolina. EnPro is the ultimate parent of the Debtors.

resolve the dispute, the Claimant can file a lawsuit against the Trust.

The Trustee's decisions regarding Extraordinary Claim offers will not be reviewed by any court. But the determination of whether a claim is an Extraordinary Claim can be reviewed by an Extraordinary Claim Review Panel created to hear such appeals. The decisions of the panel are final and unreviewable.

13. How will payment amounts be calculated?

If the Bankruptcy Court approves the Plan, payment amounts will be calculated by the Trust using the guidelines and processes outlined in the CRP. The Trust's website will include a calculator that can help Asbestos Claimants decide which option would give them the greatest settlement offer. For almost all Asbestos Claimants, it is expected that Expedited Claim Review will yield a higher offer. A Claim will be eligible for Extraordinary Claim Review only under special circumstances as outlined above.

14. Is there a date by which Asbestos Claimants must file a Claim?

Certain deadlines for filing asbestos claims against Garlock have already passed. **If you have an asbestos claim against Coltec based on a disease diagnosed on or before August 1, 2014 you need to be aware of some important deadlines. If you filed a lawsuit against any defendant or have a claim against any asbestos trust that was filed on or before August 1, 2014 you need to cast a ballot before December 9, 2016 or else file a proof of claim by the deadline set by the Bankruptcy Court (likely to be March 2, 2017).** If you do not file a claim, you may lose your right to bring your Coltec claim against the Trust in the future, which includes a claim related to any Coltec division or business that may have sold asbestos-containing products or equipment were Fairbanks Morse, Quincy Compressor, Central Moloney, Delavan, France Compressor, and Farnam.

15. How will the Trust be administered?

The Trustee will administer the Trust, and will be responsible for holding and investing the Trust's assets; paying the Trust's liabilities and expenses; hiring employees, agents, and experts; and administering the CRP, among other duties.

The Trustee will be advised by a Claimants Advisory Committee ("CAC") and the FCR. The CAC will consist of nine attorneys representing asbestos personal injury claimants, including Asbestos Claimants. The CAC will be responsible for representing the interests of current Asbestos Claimants. The FCR will represent the interests of future Asbestos Claimants. The Trustee is required to consult with the CAC and FCR regarding certain matters relating to the payment of claims.

THE VOTING PROCESS

16. Who can vote?

Only Class 5 can vote. The Debtors believe that all other Classes of Claims are “unimpaired.” This means these Classes are assumed to approve the Plan because their rights will not be affected by the Plan.

Class 5 will be considered to have accepted the Plan if 75% or more in number and at least two-thirds (2/3) in dollar amount of the Claims that actually voted have voted in favor of the Plan.

If the Plan is confirmed, all Holders of Claims against, or Equity Interests in, Debtors, are bound by the terms of the plan, including any injunction(s), regardless of whether they voted.

17. How will the voting process work?

Class 5 voting procedures have been established in the Confirmation Procedures Order, and are also contained in the Voting Procedures enclosed in the Solicitation Package.

Solicitation Packages with forms of Ballots for Holders of Class 5 Asbestos Claims will be distributed on August 1, 2016 as described in the Voting Procedures. The Solicitation Package will also be sent to those that inquire as a result of the media notice that is part of the Notice Program attached to the Confirmation Procedures Order.

To be counted, your signed ballot indicating your acceptance or rejection of the Plan must be received by Rust Consulting/Omni Bankruptcy, the appointed voting agent, no later than **December 9, 2016**. Ballots should be sent by mail or overnight delivery to:

Garlock Sealing Technologies LLC, et. al
c/o Rust Consulting/Omni Bankruptcy
Attn: Balloting Agent
5955 DeSoto Avenue, Suite 100
Woodland Hills, CA 91367

The Order Approving Disclosure Statement and Procedures for Solicitation, available at www.GarlockNotice.com, provide more information on the voting process.

18. What happens if I send more than one vote for the same Claim or I don't file a ballot on time?

If you send more than one vote for the same claim, the last ballot received will be the vote that is counted. Any ballot not filed on time will not be counted.

19. What if I don't like the Plan, can I object to it?

If you object to the Plan, you must file any objections by mail or courier on time and follow the guidelines in the attached Disclosure Statement.

Holders of Claims against GST, Garrison or Anchor must file any response or objection to the Plan so that it is received no later than **December 9, 2016**.

Holders of Claims against Coltec must file any response or objection to the Plan so that it is *actually received* no later than **March 10, 2017**.

THE CONFIRMATION HEARING

20. When and where will the Bankruptcy Court decide whether to approve the Plan?

The Bankruptcy Court will hold a confirmation hearing at 10:00 a.m. Eastern time on May __, 2017 at the United States Bankruptcy Court, Room 1-4, 401 West Trade Street, Charlotte, NC. The Court may adjourn the hearing from time to time without notice except for an announcement of the adjourned date at the hearing or any adjournment of the hearing.

EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

GARLOCK SEALING TECHNOLOGIES
LLC, et al.,

Debtors.¹

Case No. 10-BK-31607

Chapter 11

Jointly Administered

**NOTICE OF NON-SOLICITATION AND NON-VOTING STATUS FOR
MODIFIED JOINT PLAN OF REORGANIZATION OF GARLOCK
SEALING TECHNOLOGIES LLC ET AL. AND OLD CO, LLC,
SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC**

**TO CREDITORS AND PARTIES IN INTEREST OF OLD CO, LLC (“COLTEC”),
SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC:**

PLEASE TAKE NOTICE that on July 29, 2016, the debtors and debtors-in-possession in the jointly administered chapter 11 cases of *In re Garlock Sealing Technologies LLC*, *In re Garrison Litigation Management Group, Ltd.* and *In re The Anchor Packing Company* (collectively, the “Garlock Debtors”) filed a Disclosure Statement (the “Disclosure Statement”) regarding the Modified Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (and modified June 21, 2016, July 29, 2016, and December 2, 2016) (as it may be further amended, supplemented or modified, the “Plan”).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that the Garlock Debtors, the Official Committee of Asbestos Personal Injury Claimants and the Future Asbestos Claimants’ Representative in the Garlock Debtors’ chapter 11 cases are plan proponents, as are Coltec Industries Inc², the Ad Hoc Coltec Future Asbestos Claimants’ Representative and the Ad Hoc Coltec Asbestos Claimants Committee.

¹ The debtors in these jointly administered cases are Garlock Sealing Technologies LLC, Garrison Litigation Management Group, Ltd., The Anchor Packing Company and OldCo, LLC, successor by merger to Coltec Industries Inc.

² Coltec Industries Inc includes, but is not limited to, its following predecessors or former divisions: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

PLEASE TAKE FURTHER NOTICE that, after notice and a hearing pursuant to Bankruptcy Code § 1125, the Bankruptcy Court approved the Disclosure Statement in the Garlock Debtors' chapter 11 cases as providing adequate information for Holders of Claims and Equity Interests to make a decision as to whether to vote to accept or to reject the Plan.

PLEASE TAKE FURTHER NOTICE that solicitation of the Plan was conducted by Coltec Industries Inc pursuant to section 1125(g) and 1126(b) of the Bankruptcy Code and Bankruptcy Rule 3018(b) with respect to Coltec, which became a successor by merger to Coltec Industries Inc as of December 31, 2016.

PLEASE TAKE FURTHER NOTICE that on January 30, 2017, Coltec filed its voluntary petition under chapter 11 of the Bankruptcy Code, filed (among other documents) the Plan and the Disclosure Statement in its chapter 11 case and has moved the Bankruptcy Court to approve the Disclosure Statement in its chapter 11 case.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has ordered that Coltec's chapter 11 case be jointly administered with the Garlock Debtors' chapter 11 cases.

PLEASE TAKE FURTHER NOTICE that a joint hearing to consider approval of the Disclosure Statement in the Coltec chapter 11 case and confirmation of the Plan in these jointly administered cases will commence on May 15, 2017, beginning at 10:00 a.m. ET.

Class 1 – Priority Claims

If your Claim is in Class 1, you shall be paid the allowed amount of your allowed priority claim on the distribution date either (a) in full, in cash or (b) upon such other less favorable terms as may be mutually agreed upon between you and the Reorganized Debtors. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 2 – Secured Claims

If your Claim is in Class 2, your Claim is not impaired and you are not entitled to vote. If your Class 2 Claim is an allowed Non-Tax Secured Claim subject to the provisions of Bankruptcy Code §§ 502(b) and 506(d) and the terms of the Plan, you shall, at the option of the Reorganized Debtors, receive treatment according to the following alternatives:

- (i) The Plan will leave unaltered the legal, equitable and contractual rights to which you are entitled,
- (ii) The Reorganized Debtors shall pay your allowed Secured Claim in full on the effective date or as soon thereafter as reasonably practicable, or
- (iii) The Reorganized Debtors shall provide such other treatment as is agreed to in writing between the Debtors or the Reorganized Debtors and the holders of such allowed Secured Claim.

If your Class 2 Claim is an allowed Secured Tax Claim, except to the extent you agree with the debtors or Reorganized Debtors to a different treatment, you shall receive

100% of the unpaid amount of such allowed Secured Tax Claim in cash from the Reorganized Debtors on the distribution date. Pursuant to section 1124 of the Bankruptcy Code, Class 2 Claims are in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, if your Claim is a Class 2 Claim, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 3 – Workers’ Compensation Claims

If your Claim is a Class 3 Claim, your Claim shall be reinstated and shall have all legal, equitable, contractual rights to which you are entitled. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 4 – Intercompany Claims

If your Claim is a Class 4 Claim, your Claim is preserved by the Plan, except for certain Intercompany Claims that are expressly resolved, released, and extinguished by the Holders thereof pursuant to the Plan. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan and are not entitled to vote.

Class 6 – GST General Unsecured Claims

If your Claim is in Class 6, your Claim if allowed, shall be paid the allowed amount of the Claim on the distribution date. Such payment shall be:

- (i) In full, in cash, plus post-petition interest at the federal judgment rate in effect on the petition date, or**
- (ii) Upon such other less favorable terms as may be mutually agreed upon between the holder of an allowed GST General Unsecured Claim and the Debtors or Reorganized Debtors.**

Post-petition interest shall accrue from the petition date through the date of payment. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 7 – Coltec General Unsecured Claims

If your Claim is in Class 7, your Claim will be reinstated and shall have all legal, equitable, and contractual rights to which such Coltec General Unsecured Claim entitles you. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 8 – Anchor Claims

If your Claim is a Class 8 Claim, you shall be entitled to assert such Claim against Anchor in accordance with the provisions of article 14 of chapter 55 of the North Carolina Business Corporation Act. Pursuant to section 1124 of the Bankruptcy Code, your Claim is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

Class 10 – Other Equity Interests

If you are a holder of an equity interest in Class 10 you shall retain your equity interest unaltered by the Plan. Pursuant to section 1124 of the Bankruptcy Code, your equity interest is in a class that is not impaired. Therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively deemed to have accepted the Plan, and are not entitled to vote.

This the __ day of February, 2017.

/s/ Daniel G. Clodfelter

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Proposed Special Corporate and Litigation Counsel to OldCo, LLC, Debtor and Debtor-in-Possession

EXHIBIT D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

GARLOCK SEALING TECHNOLOGIES
LLC, et al.,

Debtors.¹

Case No. 10-BK-31607

Chapter 11

Jointly Administered

**NOTICE OF COMBINED HEARING ON CONFIRMATION OF MODIFIED JOINT
PLAN OF REORGANIZATION OF GARLOCK SEALING TECHNOLOGIES LLC ET
AL. AND OLDSCO, LLC, SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC,
AND APPROVAL OF RELATED DISCLOSURE STATEMENT**

**TO CREDITORS AND PARTIES IN INTEREST OF OLDSCO, LLC (“COLTEC”),
SUCCESSOR BY MERGER TO COLTEC INDUSTRIES INC:**

PLEASE TAKE NOTICE that on July 29, 2016, the debtors and debtors-in-possession in the jointly administered chapter 11 cases of *In re Garlock Sealing Technologies LLC*, *In re Garrison Litigation Management Group, Ltd.* and *In re The Anchor Packing Company* (collectively, the “Garlock Debtors”) filed a Disclosure Statement (the “Disclosure Statement”) regarding the Modified Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Proposed Successor by Merger to Coltec Industries Inc, dated May 20, 2016 (and modified June 21, 2016, July 29, 2016, and December 2, 2016) (as it may be further amended, supplemented or modified, the “Plan”).

All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that the Garlock Debtors, the Official Committee of Asbestos Personal Injury Claimants and the Future Asbestos Claimants’ Representative in the Garlock Debtors’ chapter 11 cases are plan proponents, as are Coltec Industries Inc², the Ad Hoc Coltec Future Asbestos Claimants’ Representative and the Ad Hoc Coltec Asbestos Claimants Committee.

¹ The debtors in these jointly administered cases are Garlock Sealing Technologies LLC, Garrison Litigation Management Group, Ltd., The Anchor Packing Company, and OldCo, LLC, successor by merger to Coltec Industries Inc.

² Coltec Industries Inc includes, but is not limited to, its following predecessors or former divisions: Fairbanks Morse Engine, Fairbanks Morse Pump, Quincy Compressor, Central Moloney, France Compressor, Delavan, and Farnam.

PLEASE TAKE FURTHER NOTICE that, after notice and a hearing pursuant to Bankruptcy Code § 1125, the Bankruptcy Court approved the Disclosure Statement in the Garlock Debtors' chapter 11 cases as providing adequate information for Holders of Claims and Equity Interests to make a decision as to whether to vote to accept or to reject the Plan.

PLEASE TAKE FURTHER NOTICE that solicitation of the Plan was conducted by Coltec Industries Inc pursuant to section 1125(g) and 1126(b) of the Bankruptcy Code and Bankruptcy Rule 3018(b) with respect to Coltec, which became a successor by merger to Coltec Industries Inc as of December 31, 2016.

PLEASE TAKE FURTHER NOTICE that on January 30, 2017, Coltec filed its voluntary petition under chapter 11 of the Bankruptcy Code, filed (among other documents) the Plan and the Disclosure Statement in its chapter 11 case and has moved the Bankruptcy Court to approve the Disclosure Statement in its chapter 11 case.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has ordered that Coltec's chapter 11 case be jointly administered with the Garlock Debtors' chapter 11 cases.

PLEASE TAKE FURTHER NOTICE that the Plan for which confirmation is sought provides, among other things, for the issuance of a permanent injunction pursuant to section 524(g) of the Bankruptcy Code that channels all Asbestos Claims against Debtors and the Asbestos Protected Parties (as defined in the Plan) to an Asbestos Trust for resolution and (if eligible) payment. The Plan also provides for the granting of other injunctions described in Article 8 of the Plan.

The Asbestos Protected Parties that would be protected by the injunction are defined in the Plan and include Debtors, Reorganized Debtors, any current or former Affiliate of the Debtors or Reorganized Debtors (including the entities specified on Exhibit D in the exhibit book with the Plan), Coltec Industries Inc's former divisions and their successor entities, the asbestos insurance entities listed on or added to Exhibit E in the exhibit book with the Plan, and other entities specified in the Plan.

The claims that are discharged by the Plan, the injunctions that are granted as part of the Plan, and the claims that are released under the Plan are described in Article 8 of the Plan. You should read the Plan and the Disclosure Statement for a more complete discussion of how the injunctions will operate and may affect your rights. You may need to consult your attorney.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court also has entered an Order Approving Disclosure Statement and Establishing Confirmation Procedures in the Garlock Debtors' chapter 11 cases (the "Garlock Confirmation Procedures Order") and an Order Approving Solicitation and Confirmation Procedures and Schedule for Confirmation of the Joint Plan (the "Coltec Confirmation Procedures Order," and together with the Garlock Confirmation Procedures Order, the "Confirmation Procedures Orders") in the Coltec chapter 11 case. The Confirmation Procedures Orders establish procedures for Holders of Claims and Interests in certain Classes to vote to accept or to reject the Plan.

**COMBINED DISCLOSURE STATEMENT AND CONFIRMATION HEARING DATE
AND OBJECTION DEADLINE**

PLEASE TAKE FURTHER NOTICE that:

A combined hearing to consider approval of the Disclosure Statement in the Coltec chapter 11 case and confirmation of the Plan in these jointly administered cases (the “Confirmation Hearing”) will commence on May 15, 2017, at 10:00 a.m., prevailing Eastern time, before the Honorable Craig Whitley, United States Bankruptcy Judge, United States Bankruptcy Court for the Western District of North Carolina, 401 W. Trade St., Charlotte, North Carolina. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and providing written notice to parties that have filed objections to confirmation or other motions for relief.

In accordance with the Coltec Confirmation Procedures Order, **a Confirmation Hearing Package** (as defined in that Order) accompanies this notice. Certain creditors of Coltec that were not entitled to vote on the Plan, or whose vote was not otherwise solicited by the Debtors, should receive a copy of the Confirmation Hearing Package, including a Coltec Notice of Non-Voting Status (as that term is used in the Coltec Confirmation Procedures Order).

Responses and objections, if any, to the approval of the Disclosure Statement in the Coltec Bankruptcy Case or confirmation of the Plan in these jointly administered cases or any of the other relief sought by Coltec in connection with confirmation of the Plan, must (a) describe the nature and amount of the objector’s Claim or Equity Interest, (b) state with particularity the legal and factual grounds for the response or objection, and (c) if applicable, provide the specific text that the objecting party believes to be appropriate to insert into the Disclosure Statement or the Plan in order to cure its alleged deficiency.

Any such responses or objections must be filed with the Bankruptcy Court and served in a manner so as to be **actually received** no later than **March 24, 2017** (the “Objection Deadline”) by the Notice Parties (defined below). The following parties are the “Notice Parties”:

Debtors:	GARLOCK SEALING TECHNOLOGIES LLC c/o Elizabeth Barry, Chief Restructuring Officer 349 West Commercial St., Ste 3050 East Rochester, NY 14445
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<p>With a copy to:</p>	<p>RAYBURN COOPER & DURHAM, PA 227 West Trade Street, Suite 1200 Charlotte, North Carolina 28202 Telephone: (704) 334-0891 Attn: John R. Miller, Jr.</p> <p>and</p> <p>PARKER POE ADAMS & BERNSTEIN, LLP Three Wells Fargo Center 401 South Tryon Street, Suite 3000 Charlotte, NC 28202 Telephone: (704) 335-9054 Attn: Daniel G. Clodfelter</p> <p>and</p> <p>ROBINSON BRADSHAW & HINSON, P.A. 101 North Tryon Street, Suite 1900 Charlotte, North Carolina 28246 Telephone: (704) 377-2536 Attn: David M. Schilli</p>
<p>Asbestos Claimants Committee:</p>	<p>CAPLIN & DRYSDALE, CHARTERED One Thomas Circle N.W., Suite 1100 Washington, DC 20005 Telephone: (202) 862-5000 Attn: Trevor W. Swett, III</p> <p>and</p> <p>MOON WRIGHT & HOUSTON, PLLC 227 West Trade Street, Suite 1800 Charlotte, NC 28202 Telephone: (704) 944-6560 Attn: Travis W. Moon</p>
<p>Future Asbestos Claimants' Representative</p>	<p>GRIER FURR & CRISP, PA 101 North Tryon Street, Suite 1240 Charlotte, NC 28246 Telephone: (704) 375-3720 Attn: Joseph W. Grier, III</p>

With a copy to:	ORRICK HERRINGTON & SUTCLIFFE, LLP Columbia Center 1152 15th Street, N.W. Washington, DC 20005 Telephone: (202) 339-8400 Attn: Jonathan P. Guy
Unsecured Creditors Committee in the Garlock Debtors' chapter 11 cases:	FSB FISHERBROYLES, LLP 6000 Fairview Road, Suite 1200 Charlotte, NC 28210 Telephone: (704) 464-6954 Attn: Deborah L. Fletcher

Objections not timely filed and served in accordance with the provisions of this notice shall not be heard and shall be overruled.

This the ___ day of February, 2017.

/s/ Daniel G. Clodfelter

Daniel G. Clodfelter

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